

Robert Slovak (TX 24013523)
Steven C. Lockhart (TX 24036981)
Thomas C. Scannell (TX 24070559)
Stephen A. Jones (TX 24101270)
FOLEY & LARDNER LLP
2021 McKinney Avenue, Suite 1600
Dallas, Texas 75201
Telephone: (214) 999-3000
Facsimile: (214) 999-4667
rslovak@foley.com
slockhart@foley.com
tscannell@foley.com
sajones@foley.com

**COUNSEL FOR THE DEBTORS
AND DEBTORS-IN-POSSESSION**

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF TEXAS
SHERMAN DIVISION**

In re:	§ Chapter 11
	§
SPHERATURE INVESTMENTS LLC,	§ Case No.: 20-42492
<i>et al.</i>,	§
	§
Debtors.¹	§ Jointly Administered

**SUMMARY OF FIRST INTERIM APPLICATION OF FOLEY & LARDNER LLP,
AS COUNSEL TO THE DEBTORS, FOR ALLOWANCE OF COMPENSATION AND
REIMBURSEMENT OF EXPENSES FOR SERVICES RENDERED DURING THE
PERIOD FROM DECEMBER 21, 2020 THROUGH JULY 31, 2021**

YOUR RIGHTS MAY BE AFFECTED BY THE RELIEF SOUGHT IN THIS APPLICATION. YOU SHOULD READ THIS PLEADING CAREFULLY AND DISCUSS IT WITH YOUR ATTORNEY, IF YOU HAVE ONE IN THIS BANKRUPTCY CASE. IF YOU OPPOSE THE RELIEF SOUGHT BY THIS APPLICATION, YOU MUST FILE A WRITTEN OBJECTION, EXPLAINING THE FACTUAL AND/OR LEGAL BASIS FOR OPPOSING THE RELIEF.

NO HEARING WILL BE CONDUCTED ON THIS APPLICATION UNLESS A WRITTEN OBJECTION IS FILED WITH THE CLERK OF THE UNITED STATES BANKRUPTCY COURT AND SERVED UPON THE PARTY FILING THIS APPLICATION WITHIN TWENTY-ONE (21)

¹ The “**Debtors**” in the above-captioned jointly administered chapter 11 bankruptcy cases (“**Cases**”) are: Spherature Investments LLC EIN#5471; Rovia, LLC EIN#7705; WorldVentures Marketing Holdings, LLC EIN#3846; WorldVentures Marketplace, LLC EIN#6264; WorldVentures Marketing, LLC EIN#3255; WorldVentures Services, LLC EIN#2220.

DAYS FROM THE DATE OF SERVICE SHOWN IN THE CERTIFICATE OF SERVICE UNLESS THE COURT SHORTENS OR EXTENDS THE TIME FOR FILING SUCH OBJECTION. IF NO OBJECTION IS TIMELY SERVED AND FILED, THIS PLEADING SHALL BE DEEMED TO BE UNOPPOSED, AND THE COURT MAY ENTER AN ORDER GRANTING THE RELIEF SOUGHT. IF AN OBJECTION IS FILED AND SERVED IN A TIMELY MANNER, THE COURT WILL THEREAFTER SET A HEARING WITH APPROPRIATE NOTICE. IF YOU FAIL TO APPEAR AT THE HEARING, YOUR OBJECTION MAY BE STRICKEN. THE COURT RESERVES THE RIGHT TO SET A HEARING ON ANY MATTER.

Name of Applicant:	Foley & Lardner LLP	
Applicant’s Role in Case:	Counsel to the Debtors	
Date Order of Employment Signed:	February 25, 2021 [Docket No. 150] (Effective as of the Petition Date)	
Period for which Compensation and Reimbursement is sought:	Beginning of Period	End of Period
	December 21, 2020	July 31, 2021
Time Period covered by any prior applications:	N/A	N/A
Total amount awarded in all prior applications:	None	
Total fees requested in the Compensation Period:	\$2,382,957.50	
Total professional fees requested in the Compensation Period:	\$2,323,581.00	
Total actual professional hours covered by the Compensation Period:	3,652.60	
Average hourly rate for professionals for the Compensation Period:	\$636.14	
Total paraprofessional fees requested in the Compensation Period:	\$59,376.50	
Total actual paraprofessional hours covered by the Compensation Period:	199.80	
Average hourly rate for paraprofessionals for the Compensation Period:	\$297.18	
Reimbursable expenses sought in the Compensation Period:	\$66,206.64	
Total to be paid to Priority Unsecured Creditors:	Unknown	
Anticipated % Dividend to Priority Unsecured Creditors:	Unknown	
Total to be paid to General Unsecured Creditors:	Unknown	
Anticipated % Dividend to Unsecured Creditors:	Unknown	
Date of confirmation hearing:	TBD	
Indicate whether the plan has been confirmed:	No	

DATED: August 20, 2021

Respectfully submitted:

/s/ Steven C. Lockhart

Robert Slovak (TX 24013523)

Steven C. Lockhart (TX 24036981)

Thomas C. Scannell (TX 24070559)

Stephen A. Jones (TX 24101270)

FOLEY & LARDNER LLP

2021 McKinney Avenue

Suite 1600

Dallas, Texas 75201

Telephone: (214) 999-3000

Facsimile: (214) 999-4667

rslovak@foley.com

slockhart@foley.com

tscannell@foley.com

sajones@foley.com

**COUNSEL FOR THE DEBTORS
AND DEBTORS-IN-POSSESSION**

Robert Slovak (TX 24013523)
Steven C. Lockhart (TX 24036981)
Thomas C. Scannell (TX 24070559)
Stephen A. Jones (TX 24101270)
FOLEY & LARDNER LLP
2021 McKinney Avenue, Suite 1600
Dallas, Texas 75201
Telephone: (214) 999-3000
Facsimile: (214) 999-4667
rslovak@foley.com
slockhart@foley.com
tscannell@foley.com
sajones@foley.com

**COUNSEL FOR THE DEBTORS
AND DEBTORS-IN-POSSESSION**

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF TEXAS
SHERMAN DIVISION**

In re:	§ Chapter 11
	§
SPHERATURE INVESTMENTS LLC,	§ Case No.: 20-42492
<i>et al.,</i>	§
	§
Debtors.²	§ Jointly Administered

**FIRST INTERIM APPLICATION OF FOLEY & LARDNER LLP,
AS COUNSEL TO THE DEBTORS, FOR ALLOWANCE OF COMPENSATION
AND REIMBURSEMENT OF EXPENSES FOR SERVICES RENDERED DURING
THE PERIOD FROM DECEMBER 21, 2020 THROUGH JULY 31, 2021**

YOUR RIGHTS MAY BE AFFECTED BY THE RELIEF SOUGHT IN THIS APPLICATION. YOU SHOULD READ THIS PLEADING CAREFULLY AND DISCUSS IT WITH YOUR ATTORNEY, IF YOU HAVE ONE IN THIS BANKRUPTCY CASE. IF YOU OPPOSE THE RELIEF SOUGHT BY THIS APPLICATION, YOU MUST FILE A WRITTEN OBJECTION, EXPLAINING THE FACTUAL AND/OR LEGAL BASIS FOR OPPOSING THE RELIEF.

² The “**Debtors**” in the above-captioned jointly administered chapter 11 bankruptcy cases (“**Cases**”) are: Spherature Investments LLC EIN#5471; Rovia, LLC EIN#7705; WorldVentures Marketing Holdings, LLC EIN#3846; WorldVentures Marketplace, LLC EIN#6264; WorldVentures Marketing, LLC EIN#3255; WorldVentures Services, LLC EIN#2220.

FIRST INTERIM FEE AND EXPENSE APPLICATION OF FOLEY & LARDNER LLP FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES AS DEBTORS’ COUNSEL FOR THE PERIOD DECEMBER 21, 2020, THROUGH JULY 31, 2021

PAGE 1

NO HEARING WILL BE CONDUCTED ON THIS APPLICATION UNLESS A WRITTEN OBJECTION IS FILED WITH THE CLERK OF THE UNITED STATES BANKRUPTCY COURT AND SERVED UPON THE PARTY FILING THIS APPLICATION WITHIN TWENTY-ONE (21) DAYS FROM THE DATE OF SERVICE SHOWN IN THE CERTIFICATE OF SERVICE UNLESS THE COURT SHORTENS OR EXTENDS THE TIME FOR FILING SUCH OBJECTION. IF NO OBJECTION IS TIMELY SERVED AND FILED, THIS PLEADING SHALL BE DEEMED TO BE UNOPPOSED, AND THE COURT MAY ENTER AN ORDER GRANTING THE RELIEF SOUGHT. IF AN OBJECTION IS FILED AND SERVED IN A TIMELY MANNER, THE COURT WILL THEREAFTER SET A HEARING WITH APPROPRIATE NOTICE. IF YOU FAIL TO APPEAR AT THE HEARING, YOUR OBJECTION MAY BE STRICKEN. THE COURT RESERVES THE RIGHT TO SET A HEARING ON ANY MATTER.

Foley & Lardner LLP (“**Foley**”), counsel for Spherature Investments LLC and its debtor affiliates, as debtors and debtors-in-possession (collectively, the “**Debtors**”), hereby files this first interim fee application (the “**First Interim Fee Application**”) pursuant to (i) sections 330 and 331 of Title 11 of the United States Code, 11 U.S.C. §§ *et seq.* (the “**Bankruptcy Code**”); (ii) Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”); (iii) Rule 2016-1 of the Local Rules of Bankruptcy Procedure for the Eastern District of Texas (the “**Local Rules**”); (iv) the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases* issued by the Executive Office for United States Trustees (the “**Trustee Guidelines**”); (v) Appendix 9007 to the Local Rules for the United States Bankruptcy Court for the Eastern District of Texas: *Procedures for Complex Chapter 11 Cases in Texas Bankruptcy Courts* — Exhibit H: *Guidelines for Compensation and Expense Reimbursement of Professionals in Complex Chapter 11 Cases* (the “**Exhibit H Guidelines**”); (vi) the *Order Granting Complex Chapter 11 Case Treatment* [Docket No. 50]; and (vii) the *Amended Order Granting Motion for Administrative Order Under*

FIRST INTERIM FEE AND EXPENSE APPLICATION OF FOLEY & LARDNER LLP FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES AS DEBTORS’ COUNSEL FOR THE PERIOD DECEMBER 21, 2020, THROUGH JULY 31, 2021

PAGE 2

Bankruptcy Code Sections 105(A) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals [Docket No. 153] (the “**Interim Compensation Order**”).

Foley submits this First Interim Fee Application for allowance of compensation for Services (as defined below) rendered in the aggregate amount of **\$2,382,957.50** and for reimbursement of actual and necessary expenses incurred by Foley in the amount of **\$66,206.64** for the period of December 21, 2020 through and including July 31, 2021 (the “**Compensation Period**”). In support of this First Interim Fee Application, Foley respectfully submits as follows:

I. **JURISDICTION**

1. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b).
2. Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.
3. The legal bases for the relief requested herein are sections 330 and 331 of the Bankruptcy Code, Bankruptcy Rule 2016, and Local Rule 2016-1.

II. **BACKGROUND**

4. On December 21, 2020 (the “**Petition Date**”), the Debtors filed their respective voluntary petitions for relief under chapter 11 of the Bankruptcy Code, thereby initiating the above-captioned cases (the “**Cases**”).
5. Contemporaneously with the filing of their first-day motions, the Debtors filed declaration testimony by the Debtors’ proposed Chief Restructuring Officer, Erik Toth (the “**Toth**

FIRST INTERIM FEE AND EXPENSE APPLICATION OF FOLEY & LARDNER LLP FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES AS DEBTORS’ COUNSEL FOR THE PERIOD DECEMBER 21, 2020, THROUGH JULY 31, 2021

Declaration”),³ which contains additional background information on the Debtors and their operations. The contents of the Toth Declaration are incorporated by reference, as if set forth herein verbatim, pursuant to Federal Rule of Civil Procedure 10(c).

6. On December 30, 2020, the Court entered an *Order Granting Joint Administration of Cases* [Docket No. 45], and an *Order Granting Complex Chapter 11 Case Treatment* [Docket No. 50].

7. The Debtors remain in possession of their property and are managing their businesses as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No request for the appointment of a trustee or examiner have been made in these Cases.

8. On January 22, 2021, the Office of the United States Trustee for the Eastern District of Texas (the “**U.S. Trustee**”) formed the official committee of unsecured creditors (the “**Committee**”) [Docket Nos. 93, 116].

9. On February 19, 2021, the Committee filed the *Application of the Official Committee of Unsecured Creditors for Entry of an Order Authorizing the Retention and Employment of Pachulski Stang Ziehl & Jones LLP as Counsel Effective as Of February 1, 2021* (the “**PSZJ Application**”) [Docket No. 139], and the *Application of the Official Committee of Unsecured Creditors for Entry of an Order Authorizing the Retention and Employment of B. Riley Advisory Services as Financial Advisor Effective as of February 2, 2021* (the “**B. Riley Application**”) [Docket No. 140].

10. On March 15, 2021, the Court entered orders approving the PSZJ Application and the B. Riley Application. [Docket Nos. 177, 178].

³ The Toth Declaration is filed in the lead case of Spherature Investments LLC [Docket No. 20], pending before the Bankruptcy Court.

A. Retention of Foley & Lardner LLP

11. On January 20, 2021, the Debtors filed an *Application for Entry of an Order Authorizing the Retention and Employment of Foley & Lardner LLP as Attorneys for the Debtors and Debtors in Possession Effective As of the Petition Date* (the “**Foley Retention Application**”) [Docket No. 91]. The Foley Retention Application sought authorization for the Debtors to retain and employ Foley as general bankruptcy counsel in accordance with the terms and conditions set forth in the Foley Retention Application.

12. Under the Foley Retention Application, the Debtors’ sought to retain and employ Foley to provide legal and professional services (the “**Services**”), including:

- a. Giving advice to the Debtors with respect to the Debtors’ powers and duties as debtors in possession in the continued operation of the Debtors’ business, including the negotiation and finalization of any financing agreements;
- b. Assisting in identification of assets and liabilities of the estate;
- c. Assisting the Debtors in formulating a plan of reorganization or liquidation and to take necessary legal steps in order to confirm such plan, including the preparation and filing of a disclosure statement relating thereto;
- d. Preparing and filing on behalf of the Debtors, all necessary applications, motions, orders, reports, adversary proceedings and other pleadings and documents;
- e. Appearing in Court and to protect the interests of the Debtors before the Court;
- f. Analyzing claims and competing property interests, and negotiating with creditors and parties-in-interest on behalf of the Debtors;
- g. Advising the Debtors in connection with any potential sale of assets; and
- h. Performing all other legal services for the Debtors which may be necessary in these proceedings.

13. On February 25, 2021, the Court entered the *Order Approving the Employment of Foley & Lardner LLP as Attorneys for the Debtors and Debtors in Possession Effective as of the Petition* (the “**Foley Retention Order**”) [Docket No. 150].

14. From the Petition Date until May 4, 2021, Foley provided the above-listed Services to the Debtor and served as the Debtors’ general bankruptcy counsel.

15. In providing the above-listed Services, on February 22, 2021, Foley initiated an adversary proceeding, within the bankruptcy Cases, against one of the Debtors’ former leaders, Kenneth E. Head, styled as *Spherature Investments LLC et al. d/b/a WorldVentures Holdings, LLC v. Kenneth E. Head* (Case No. 21-04058) (the “**Head Litigation**”) [Docket No. 141].

16. Also in connection with its providing the above-listed Services to the Debtors, on March 5, 2021, Foley filed an adversary proceeding against Seacret Direct LLC, styled as *Spherature Investments LLC et al. d/b/a WorldVentures Holdings, LLC v. Seacret Direct LLC* (Case No. 21-04059) (the “**Seacret Litigation**”, referred to collectively with the Head Litigation as the “**Adversary Proceedings**”) [Docket No. 160]. The Head Litigation and Seacret Litigation are discussed below in further detail.

B. Modification of the Foley Retention Order

17. On May 4, 2021, Marcus Helt withdrew from the Foley partnership and joined the partnership of McDermott Will & Emery LLP (“**McDermott**”). [See Docket Nos. 275, 286]. Prior to his withdrawing from the Foley partnership, Mr. Helt served as the lead Foley attorney on these bankruptcy Cases.

18. On June 1, 2021, Mr. Helt, on behalf of the Debtors, filed an *Application for Entry of an Order Authorizing the Retention and Employment of McDermott Will & Emery LLP as*

Attorneys for the Debtors and Debtors-in-Possession Effective as of May 4, 2021 (the “**McDermott Retention Application**”) [Docket No. 286].

19. Via the McDermott Retention Application, the Debtors requested the Court’s permission to transfer its representation in the bankruptcy Cases from Foley to McDermott, and specifically, to allow Mr. Helt to continue to representing the Debtors as their general bankruptcy counsel. Further, the McDermott Retention Application requested that the Court allow Foley continue to serve as the Debtors’ litigation counsel in the Adversary Proceedings.

20. On June 29, 2021, the Court entered an order approving the McDermott Retention Application (the “**McDermott Retention Order**”) [Docket No. 338]. Pursuant to the McDermott Retention Order, the Court discharged Foley of its duties and responsibilities in serving as the Debtors’ general bankruptcy counsel and transferred those responsibilities to McDermott. [Docket No. 338]. However, the McDermott Retention Order required Foley to cooperate with McDermott in transitioning representation of the Debtors to McDermott and authorized Foley to seek compensation for reasonable and necessary fees and expenses incurred during the transition. [Docket No. 338]. Further, the McDermott Retention Order approved Foley’s continued representation of the Debtors in the Head Litigation and the Seacret Litigation and authorized Foley to seek compensation for reasonable and necessary fees and expenses incurred by Foley in its representation of the Debtors in the Adversary Proceedings. [Docket No. 338].

21. As of May 4, 2021, and pursuant to the McDermott Retention Order, Foley’s professional involvement in these Cases has been limited to assisting the Debtors in transitioning its general bankruptcy representation to McDermott and serving as the Debtors’ litigation counsel in the Adversary Proceedings. [See Docket No. 338].

FIRST INTERIM FEE AND EXPENSE APPLICATION OF FOLEY & LARDNER LLP FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES AS DEBTORS’ COUNSEL FOR THE PERIOD DECEMBER 21, 2020, THROUGH JULY 31, 2021

PAGE 7

III.
RELIEF REQUESTED

22. By this First Interim Fee Application, Foley seeks (i) allowance and award of compensation for professional Services rendered as counsel to the Debtors during the Compensation Period, in the main bankruptcy Cases and in the Adversary Proceedings, in the amount of \$2,382,957.50, representing 3,852.40 hours of professional and paraprofessional Services; and (ii) reimbursement of actual and necessary expenses in the amount of \$66,206.64, incurred by Foley during the Compensation Period in connection with its rendering professional Services.

23. Pursuant to the Interim Compensation Order, Foley has served monthly fee statements (the “**Monthly Fee Statements**”) during the pendency of these Cases and has received payment of 80% of fees and 100% of expenses for the periods of (i) December 21, 2020 – January 31, 2021, (ii) February 1, 2021 to February 28, 2021, and (iii) March 1, 2021 – March 31, 2021. The Debtors have not yet remitted payment to Foley for the professional fees and expenses listed in Foley’s Monthly Fee Statements for the months of April 2021, May 2021, June 2021, and July 2021.⁴ As of the date of the filing of this Application, Foley has not received any objections to any of its Monthly Fee Statements. A summary of the amounts paid to Foley in accordance with the Interim Compensation Order during the Compensation Period is set forth as follows:

⁴ Foley circulated its Monthly Fee Statement for July 2021 on August 20, 2021, and therefore, the objection deadline for the July 2021 Monthly Fee Statement does not expire until September 3, 2021.

Monthly Fee Statements (Month Year)	Fees Incurred	Fees Paid⁵	Expenses Incurred	Expenses Paid	Balances (Fees & Expenses)
December 21, 2020 – January 31, 2021	\$320,404.50	\$256,323.60	\$11,155.14	\$11,155.14	\$64,080.90
February 1, 2021 – February 28, 2021	\$591,607.00	\$473,285.60	\$6,436.55	\$6,436.55	\$118,321.40
March 1, 2021 – March 31, 2021	\$977,377.50	\$781,902.00	\$25,478.95	\$25,478.95	\$195,475.20
April 1, 2021 – April 30, 2021	\$310,602.50	\$0.00	\$5,445.40	\$0.00	\$316,047.90
May 1, 2021 – May 31, 2021	\$133,828.00	\$0.00	\$12,975.87	\$0.00	\$146,803.87
June 1, 2021 – June 30, 2021	\$28,921.50	\$0.00	\$2,652.73	\$0.00	\$31,574.23
July 1, 2021 – July 31, 2021 ⁶	\$20,216.50	\$0.00	\$2,062.00	\$0.00	\$22,278.50
Totals:	\$2,382,957.50	\$1,511,511.20	\$66,206.64	\$43,070.64	\$894,582.00

IV.
STATEMENT REQUIRED BY BANKRUPTCY RULE 2016(A)

24. Except as set forth in Section III above, during the Compensation Period, Foley has received no payment and no promises of payment from any source for Services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this First Interim Fee Application. There is no agreement or understanding between Foley and any other person, other than members of the firm, for the sharing of compensation to be received for Services rendered during the Compensation Period in these Cases.

⁵ These amounts represent 80% of the total fees incurred pursuant to the Interim Compensation Order.

⁶ Foley circulated its Monthly Fee Statement for July 2021 on August 20, 2021, and therefore, the objection deadline for the July 2021 Monthly Fee Statement does not expire until September 3, 2021.

25. The fees charged by Foley in this case are billed in accordance with Foley's normal hourly rates and procedures in effect during the Compensation Period and in accordance with the Foley Retention Order. Foley's fees are reasonable based on the customary compensation charged by comparably skilled practitioners in comparable non-bankruptcy cases in a competitive national legal market.

V.
SUMMARY OF SERVICES RENDERED

26. Foley has rendered professional Services as counsel to the Debtors as requested and as necessary and appropriate in furtherance of the interests of the Debtors during the Compensation Period. The variety and complexity of the issues in these Cases and the need to act or respond to issues on an expedited basis in furtherance of the Debtors' needs have required the expenditure of substantial time by Foley personnel from many legal disciplines.

27. Attached hereto as **Exhibit "A"** is a summary breakdown of hours and amounts billed by timekeeper. The summary lists those Foley professionals, paraprofessionals, and other non-legal staff who have performed Services for the Debtors during the Compensation Period, the capacities in which each individual is employed by Foley, the department in which each individual practices, the hourly billing rate charged by Foley for Services performed by such individual, the year in which each attorney was licensed to practice law, where applicable, and the aggregate number of hours expended in this matter and fees billed therefor. In addition, attached hereto as **Exhibit "B"** is a summary of the hours expended by Foley professionals and paraprofessionals with respect to each project category during the Compensation Period.

28. In the ordinary course of its practice, Foley maintains records of all actual and necessary out-of-pocket expenses incurred in connection with the rendition of its Services, all of

which are available for inspection. A summary of the categories of expenses and amounts for which reimbursement is requested is attached hereto as **Exhibit “C”**.

29. This First Interim Fee Application provides a brief summary of the Services rendered by Foley on behalf of the Debtors during the Compensation Period by category. While it is not possible or practical to describe each and every activity undertaken by Foley, Foley has maintained contemporaneous time records, which include a detailed chronology of the daily Services rendered describing the precise nature of the work, the specific tasks performed, and the time expended by each attorney and paraprofessional. Copies of the time records underlying the Monthly Fee Statements and the fees and expenses incurred by Foley are attached hereto as **Exhibit “D”**.

30. The Services performed by Foley are briefly summarized in the following categories:

A. Case Administration (B110)

31. This task category includes fees applicable to a broad scope of Services provided by Foley in assisting the Debtors and their retained professionals in fulfilling their responsibilities under the Bankruptcy Code, including, without limitation: (a) coordinating, managing, and administering the Cases, including monitoring critical dates, maintaining a case calendar, task lists, and work-in-progress reports, and establishing various procedures for organized and efficient case administration; (b) preparing, drafting, and/or prosecuting the “first-day” and “second-day” motions, related orders, and other motions and ancillary papers; (c) assisting in the preparation, revision, and submission of the Debtors’ creditor matrix, original and amended Schedules of Assets and Liabilities, Statements of Financial Affairs, and Monthly Operating Reports; (d)

drafting and preparing documents and materials connected to the proceedings in these Cases, including hearing agendas, witness and exhibit lists, motions to continue, notices of hearings, notices of proposed orders, and other related documents and materials; (e) preparing for and attending various hearings and proceedings, including the initial debtor interview with the United States Trustee's office, the original 341 Meeting, and the continued 341 Meeting; (f) communicating and coordinating with the Court's personnel, creditors, parties-in-interest, and the United States Trustee's Office, regarding various case management and administration issues; (g) drafting, preparing, and filing various pleadings in connection with a myriad of contested matters and preparing for hearings, meetings, and negotiations related to same; (h) communicating, coordinating, and negotiating with creditors and various other parties-in-interest; (i) communicating and coordinating with Stretto regarding service of documents and filings, maintaining a public website and schedule for the Cases, and issues related to the filing of claims and provision of notice; and (j) completing various other tasks associated with the day-to-day representation of the Debtors not otherwise listed under any other specific task code.

32. Examples of pleadings related to this task category for the Compensation Period include: *Motion for Order Extending Time to File Schedules of Assets and Liabilities and Statements of Financial Affairs* [Docket No. 8]; *Motion for Order Establishing Notice Procedures* [Docket No. 9]; *Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Maintain Existing Insurance Coverage and Existing Insurance Premium Financing Agreements, (B) Satisfy All Prepetition Obligations Related to Insurance Coverage in the Ordinary Course of Business, and (C) Renew, Supplement, or Enter into New Insurance Coverage in the Ordinary Course of Business, and (II) Granting Related Relief* [Docket No. 10]; *Motion for Order (I)*

Authorizing The Debtors to Honor Prepetition Customer Obligations, (II) Authorizing the Debtors to Incur New Customer Obligations in the Ordinary Course, and (III) Authorizing the Debtors to Maintain and Administer Customer Programs and Prepetition Obligations Related Thereto [Docket No. 13]; *Motion for Entry of Interim and Final Orders Authorizing the Debtor to Pay Prepetition Wages and Other Employee-Benefit Claims* [Docket No. 16]; *Motion for Entry of Interim and Final Orders (I) Authorizing the Payment of Certain Prepetition Taxes and Fees and (II) Granting Related Relief* [Docket No. 17]; and *Motion for Order (I) Deeming Utilities Adequately Assured of Future Performance; and (II) Establishing Procedures for Determining Requests for Additional Adequate Assurance Pursuant to Bankruptcy Code Section 366* [Docket No. 19].

33. Examples of other filings related to this task category for the Compensation Period include: *Request for Emergency Consideration of Certain “First-Day Matters”* [Docket No. 4]; *Notice of Commencement of Chapter 11 Cases and Emergency Hearing on Certain First-Day Matters* [Docket No. 23]; *Agenda for First Day Matters Scheduled for Hearing on December 30, 2020 at 10 AM (CT)* [Docket No. 24]; *Debtors’ Witness and Exhibit List for December 30, 2020 Hearing* [Docket No. 25]; *Notice of Revised Proposed Order* [Docket No. 44]; *Notice of Entry of Orders on Certain First-Day Matters and Notice of Final Hearing* [Docket No. 61]; *Notice of Omnibus Hearing Dates* [Docket No. 62]; *Motion to Continue Final Hearing of Certain First-Day Motions* [Docket No. 71]; *Notice of Hearing on Debtors’ Motion to Continue* [Docket No. 72]; *Debtors’ Witness and Exhibit List for Final Hearing on “First-Day” Motions* [Docket No. 76]; *Amended Notice of Final Hearing* [Docket No. 77]; *Notice of Revised Proposed Order* [Docket No. 82]; *Notice of Revised Proposed Order* [Docket No. 83]; *Agenda for Matters Scheduled for*

Hearing on January 21, 2021 [Docket No. 86]; *Notice of Revised Proposed Order* [Docket No. 90]; *Original Schedules of Assets and Liabilities* [Docket No. 95]; *Original Statement of Financial Affairs* [Docket No. 96]; *Notice of Hearing* [Docket No. 98]; *Notice of Hearing* [Docket No. 99]; *Debtors' Witness and Exhibit List* [Docket No. 127]; *Notice of Revised Proposed Order* [Docket No. 130]; *Notice of Revised Proposed Order* [Docket No. 131]; *Notice of Revised Proposed Order* [Docket No. 133]; *Notice of Hearing* [Docket No. 137]; *Monthly Operating Report* [Docket No. 143]; *Monthly Operating Report* [Docket No. 144]; *Amended Notice of Hearing* [Docket No. 147]; *Notice of Appointment of Stretto as Claims, Noticing, and Balloting Agent* [Docket No. 151]; *Notice of Hearing* [Docket No. 159]; *Notice of Hearing* [Docket No. 163]; *Agreed Motion to Continue March 16, 2021 Hearing* [Docket No. 171]; *Amended Notice of Hearing* [Docket No. 175]; *Monthly Operating Report* [Docket No. 194]; *Debtors' Witness and Exhibit List* [Docket No. 195]; *Agreed Motion to Continue March 25, 2021 Hearing* [Docket No. 197]; *Amended Statement of Financial Affairs* [Docket No. 198]; *Amended Schedules of Assets and Liabilities* [Docket No. 199]; *Notice of Redline Changes to Amended Schedules and Statements* [Docket No. 200]; *Amended Notice of Hearing* [Docket No. 203]; *Agreed Motion to Continue April 6, 2021 Hearing on Debtors' Motion for Rule 2004 Examination of Grouply Ventures, LLC, Top Tier Travel, Inc., and Virginia Trask, and for Production of Documents* [Docket No. 209]; *Debtors' Witness and Exhibit List* [Docket No. 213]; *Debtors' Amended Witness and Exhibit List* [Docket No. 215]; *Agenda for Matters Scheduled for Hearing on April 6, 2021* [Docket No. 220]; *Notice of Hearing* [Docket No. 223]; *Debtors' Witness and Exhibit List* [Docket No. 230]; *Agreed Motion to Continue April 16, 2021 Hearing* [Docket No. 234]; *Notice of Proposed Order* [Docket No. 236]; *Notice of Hearing* [Docket No. 237]; *Monthly Operating Report* [Docket No. 255]; *Notice of*

FIRST INTERIM FEE AND EXPENSE APPLICATION OF FOLEY & LARDNER LLP FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES AS DEBTORS' COUNSEL FOR THE PERIOD DECEMBER 21, 2020, THROUGH JULY 31, 2021

PAGE 14

Hearing [Docket No. 257]; *Debtors' Witness and Exhibit List* [Docket No. 262]; *Agreed Motion to Continue May 3, 2021 Hearing* [Docket No. 264]; *Notice of Hearing* [Docket No. 266]; *Notice of Withdrawal of Debtors' Application for Examination of Grouphy Ventures, LLC, Top Tier Travel, Inc., and Virginia (Gini) Trask Under Rule 2004 and for Production of Documents Without Prejudice to the Debtors' Right to Refile* [Docket No. 269]; and *Monthly Operating Report* [Docket No. 279].

34. The total fees and hours of professional Services during the Compensation Period, in this task category are provided in the table below:

Timekeeper	Hours	Amount
Ferguson, Jane D.	4.60	\$4,048.00
Gasser, Sean	5.80	\$1,096.50
Green, Debbie E.	1.50	\$930.00
Helt, Marcus A.	78.20	\$70,305.00
Huff, Melissa A.	2.40	\$840.00
Jones, Stephen	267.50	\$113,320.00
Scannell, Thomas Charles	109.00	\$74,110.00
Shanks, Emily F.	0.30	\$142.50
Total	469.30	\$264,792.00

B. Asset Analysis and Recovery (B120)

35. This task category is comprised of Foley's rendition of Services aimed at identifying, analyzing, and reviewing potential assets and means of recovery that belong to the bankruptcy estate (the "**Estate**"). Specifically, Foley's work in this task category focused on assessing and pursuing potential claims, causes of action, and non-litigation recoveries on behalf of the Estate.

36. As mentioned above, much of the work done by Foley in connection with this task category relates to Foley's analysis of both potential claims, causes of action, and non-litigation recoveries, including, without limitation, Foley's investigating the facts and assessing potential

claims and causes of action prior to the Debtors' commencing the Seacret Litigation and the Head Litigation; drafting and preparing materials related to potential claims and causes of action related to the Seacret Litigation and the Head Litigation; and leading various conference calls and meetings with the Debtors and other parties-in-interest related to Foley's investigation and assessment of potential claims and causes of action in connection with the Seacret Litigation and the Head Litigation. This task category also includes time Foley devoted to negotiating possible settlements and resolutions of potential claims and causes of action involving key parties-in-interest.

37. Examples of pleadings related to this task category for the Compensation Period include: *Motion for Order Extending the Time Within Which the Debtors May File Notices to Remove Actions Pursuant To 28 U.S.C. § 1452 and Rules 9006 and 9027 of the Federal Rules of Bankruptcy Procedure* [Docket No. 188]; and *Motion for Rule 2004 Examination of Grouply Ventures, LLC, Top Tier Travel, Inc., and Virginia Trask, and for Production of Documents* [Docket No. 161].

38. The total fees and hours of professional Services during the Compensation Period, in this task category are provided in the table below:

Timekeeper	Hours	Amount
Chibli, Aaron E.	1.80	\$1,143.00
Jones, Stephen	23.20	\$9,953.00
Shanks, Emily F.	1.90	\$902.50
Durham, Tanya C.	1.20	\$366.00
Helt, Marcus A.	63.00	\$56,904.00
Lockhart, Steven C.	34.80	\$27,629.00
Scannell, Thomas Charles	7.30	\$5,012.50
Slovak, Robert T.	14.20	\$11,334.00
Total	147.40	\$113,244.00

C. Asset Disposition (B130)

39. This task category encompasses a broad range of work conducted by Foley to analyze and develop strategies in connection with a potential sale or other disposition of the Estate's assets. Specifically, much of Foley's time under this task category relates to Foley's efforts to assist the Debtors' in developing strategies for a potential sale of all or substantially all of the Estate's assets through a competitive auction process (the "**Sale Process**").

40. Services rendered by Foley in connection with the Sale Process includes, without limitation, communicating and negotiating with creditors, parties-in interest, stake holders, and the Committee regarding issues related to the Sale Process; drafting, preparing, and negotiating numerous versions of an Asset Purchase Agreement ("**APA**"); revising and editing the APA in accordance with evolving negotiations with potential purchasers, creditors, parties-in-interest, stake holders, and the Committee; communicating and coordinating with the Debtors' Chief Restructuring Officer in developing strategies related to the Sale Process, marketing the Estate's assets for eventual sale, analyzing and assessing potential stalking-horse bidders, and addressing numerous other issues related to the Sale Process; communicating and negotiating with potential stalking-horse bidders and potential purchasers; communicating and negotiating with the Debtors' secured lender regarding issues related to the Sale Process; and completing countless other tasks related to the Sale Process.

41. One of the main pleadings related to this task category for the Compensation Period is the *Motion for Entry of an Order (I) Authorizing and Approving: (A) Bid Procedures; (B) Stalking Horse Bidder and Bid Protections; and (C) Form and Manner of Notices; (II) Scheduling an Auction and Sale Hearing; (III) Approving the Sale of Substantially All of the Debtors Assets*

Free and Clear of All Liens, Claims, Encumbrances, and Interests; (IV) Authorizing the Assumption and Assignment Of Executory Contracts and Unexpired Leases; and (V) Granting Related Relief [Docket No. 92].

42. The total fees and hours of professional Services during the Compensation Period, in this task category are provided in the table below:

Timekeeper	Hours	Amount
Jones, Stephen	32.50	\$13,455.00
Ferguson, Jane D.	67.40	\$59,312.00
Helt, Marcus A.	145.50	\$128,615.00
Lockhart, Steven C.	0.50	\$402.50
Scannell, Thomas Charles	17.00	\$11,540.00
Total	262.90	\$213,324.50

D. Relief from Stay / Adequate Protection Proceedings (B140)

43. This task category encompasses a broad range of activities associated with Foley's work on matters related to the automatic stay imposed by 11 U.S.C. § 362(a). Services provided by Foley under this task category includes, without limitation, drafting, preparing, and filing suggestions of bankruptcy in the Debtor's pre-petition lawsuits; meeting, communicating, and negotiating with counsel for the parties in the pre-petition litigation; drafting and preparing responses to motions to modify or lift the automatic stay; conducting meetings, discussions, and negotiations aimed at resolving the potential filing of motions to lift the automatic stay; conferring with the Debtors, creditors, stake holders, and other parties-in-interest regarding the existence and implications of the automatic stay; and drafting, preparing, and serving cease and desist letters in response to potential and purported violations of the automatic stay.

44. On March 19, 2021, Melody Yiru filed the *Motion of Melody Yiru for Limited Relief from the Automatic Stay Pursuant to 11 USC § 362(d) to File Her Motion for Class Certification in the District Court and to Confirm No Automatic Stay Applies to the Non-Debtor Parties, or in*

FIRST INTERIM FEE AND EXPENSE APPLICATION OF FOLEY & LARDNER LLP FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES AS DEBTORS' COUNSEL FOR THE PERIOD DECEMBER 21, 2020, THROUGH JULY 31, 2021

the Alternative, for an Order Applying Fed. R. Bankr. Proc. 7023, Pursuant to Fed. R. Bankr. Proc. 9014(c) to Permit the Filing of a Motion for Class Certification in this Court and Related Relief (the “**Yiru Stay Motion**”) [Docket No. 189].

45. Following the filing of the Yiru Stay Motion, the Debtors engaged in numerous discussions and negotiations with Yiru’s counsel in an attempt to resolve the issues raised in the Yiru Stay Motion. Foley also worked extensively with the Debtors to gather, review, analyze, and serve numerous documents and materials requested by Yiru’s counsel during the discussions and negotiations related to the Yiru Stay Motion. Foley also engaged in various other meetings, discussions, and negotiations with Yiru’s counsel and the Committee in connection with the Yiru Stay Motion. Additional work done by Foley in connection with the Yiru Stay Motion is described below.

46. The total fees and hours of professional Services during the Compensation Period, in this task category are provided in the table below:

Timekeeper	Hours	Amount
Jones, Stephen	10.40	\$4,536.00
Helt, Marcus A.	0.60	\$510.00
Lockhart, Steven C.	1.90	\$1,529.50
Scannell, Thomas Charles	3.60	\$2,590.00
Total	16.50	\$9,165.50

E. Meetings of and Communications with Creditors (B150)

47. This task category includes certain Services rendered by Foley in connection with resolving issues related to the Debtors’ creditors, including, without limitation, assisting the Debtors in preparing for participating in the 341 Meeting on January 29, 2021 and February 5, 2021; fielding calls and engaging in communications with creditors and other interested parties-in-interest; drafting and preparing responses to communications and inquiries by creditors and

other parties-in-interest; communicating, meeting, conferring, and collaborating with counsel for the Committee regarding various issues related to the Cases; and completing various other tasks related to issues involving creditors and other parties-in-interest.

48. An example of a pleading related to this task category for the Compensation Period is the *Motion of the Official Committee of Unsecured Creditors for an Order Clarifying the Requirements to Provide Access to Confidential or Privileged Information* [Docket No. 125].

49. The total fees and hours of professional Services during the Compensation Period, in this task category are provided in the table below:

Timekeeper	Hours	Amount
Jones, Stephen	28.20	\$12,313.00
Helt, Marcus A.	8.00	\$7,235.50
Scannell, Thomas Charles	27.50	\$19,187.50
Total	63.70	\$38,736.00

F. Fee/Employment Applications (B160).

50. This task category includes, without limitation, work done by Foley in preparing the employment and fee applications for the Debtors' professionals, communicating with parties-in-interest regarding the fee and employment applications of the Debtors' professionals, and preparing for and attending hearings conducted in connection therewith. Specifically, this task category includes Foley's work in connection with the Debtors' retention and employment of (a) Stretto as Claims Agent; (b) Larx Advisors Inc. ("**Larx**") as Chief Restructuring Officer and financial advisor; and (c) Foley as counsel for the Debtors. This task category also includes work conducted by Foley in reviewing and preparing the monthly invoices and Monthly Fee Statements of Foley, as counsel to the Debtors, and Larx, as Chief Restructuring Officer and financial advisor to the Debtors.

51. On January 20, 2021, the Debtors filed an *Application for Entry of an Order, Pursuant to 11 U.S.C. § 327(a) and 28 U.S.C. § 156(C) Authorizing the Debtors to Employ and Retain Stretto as Claims, Noticing, and Solicitation Agent, Effective as of the Petition Date* (the “**Stretto Retention Application**”) [Docket No. 89]. The Court entered an order granting the Stretto Retention Application on February 25, 2021 [Docket No. 149].

52. On January 20, 2021, the Debtors filed an *Application for Order Authorizing Debtors to (I) Employ and Retain Larx Advisors Inc. to Provide a Chief Restructuring Officer and Additional Personnel and (II) Designate Erik Toth as the Chief Restructuring Officer as of the Petition Date* (the “**Larx Retention Application**”) [Docket No. 87], as amended on February 11, 2021 by the *Notice of Filing of (A) Amended Declaration of Erik Toth, and (B) Amended Proposed Order Related to the Application for Order Authorizing Debtors to (I) Employ and Retain Larx Advisors Inc. to Provide a Chief Restructuring Officer and Additional Personnel and (II) Designate Erik Toth as the Chief Restructuring Officer as of the Petition Date* [Docket No. 129]. The Court entered an order granting the Larx Retention Application on February 25, 2021 [Docket No. 148].

53. On January 20, 2021, the Debtors filed the Foley Retention Application [Docket No. 91], and the Court entered the Foley Retention Order on February 25, 2021 [Docket No. 150].

54. On January 27, 2021, the Debtors filed a *Motion for Administrative Order Under Bankruptcy Code Sections 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (the “**Interim Compensation Motion**”) Docket No. 101], and on March 1, 2021, the Court entered the Interim Compensation Order [Docket No. 153].

FIRST INTERIM FEE AND EXPENSE APPLICATION OF FOLEY & LARDNER LLP FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES AS DEBTORS’ COUNSEL FOR THE PERIOD DECEMBER 21, 2020, THROUGH JULY 31, 2021

55. On March 11, 2021, counsel for Melody Yiru filed a *Limited Motion to Reopen Orders on Application to Employ Foley & Lardner LLP [Dkt. No. 150] and Larx Advisors Inc. [Dkt. No. 148], to Compel Further Disclosures Under Fed. R. Bankr. Proc. 2014, and if Necessary, Amend Findings of Fact and Conclusions of Law* (the “**Motion to Compel**”) [Docket No. 173]. In response to the Motion to Compel, Foley participated in numerous meetings, discussions, and negotiations with Yiru’s counsel to resolve the issues and concerns raised in the Motion to Compel. However, on April 16, 2021, the Court entered an order dismissing the Motion to Compel, without prejudice, due to procedural compliance issues. [Docket No. 239]. Thereafter, Yiru’s counsel did not refile the Motion to Compel.

56. The total fees and hours of professional Services during the Compensation Period, in this task category are provided in the table below:

Timekeeper	Hours	Amount
Jones, Stephen	110.90	\$47,316.00
Harrison, Janelle C.	15.30	\$3,825.00
Scannell, Thomas Charles	17.30	\$12,207.50
Shanks, Emily F.	2.30	\$1,092.50
Total	145.80	\$64,441.00

G. Fee / Employment Objections (B170)

57. This task category relates to Foley’s review and assessment of the Committee professionals’ employment applications, fee applications, and Monthly Fee Statements.

58. Examples of pleadings related to this task category for the Compensation Period include: *Application of the Official Committee of Unsecured Creditors for Entry of an Order Authorizing the Retention and Employment of Pachulski Stang Ziehl & Jones LLP as Counsel Effective as of February 1, 2021* [Docket No. 139]; *Application of the Official Committee of Unsecured Creditors for Entry of an Order Authorizing the Retention and Employment of B. Riley*

FIRST INTERIM FEE AND EXPENSE APPLICATION OF FOLEY & LARDNER LLP FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES AS DEBTORS’ COUNSEL FOR THE PERIOD DECEMBER 21, 2020, THROUGH JULY 31, 2021

Advisory Services as Financial Advisor Effective as of February 2, 2021 [Docket No. 140]; *First Interim Application of Pachulski Stang Ziehl & Jones, LLP, as Counsel to the Official Committee of Unsecured Creditors, for Allowance of Compensation and Reimbursement of Expenses for Services Rendered During the Period from February 1, 2021 through March 31, 2021* [Docket No. 251]; and the *First Interim Application of B. Riley Advisory Services as Financial Advisor, for Allowance of Compensation and Reimbursement of Expenses for Services Rendered During the Period from February 1, 2021 through March 31, 2021* [Docket No. 252].

59. The total fees and hours of professional Services during the Compensation Period, in this task category are provided in the table below:

Timekeeper	Hours	Amount
Jones, Stephen	4.70	\$2,008.00
Total	4.70	\$2,008.00

H. Assumption / Rejection of Leases and Contracts (B185)

60. This task category relates to Foley's analysis of the Debtors' leases and executory contracts and preparation of motions to assume or reject leases or executory contracts, including the Lease Rejection Motion (discussed below). Foley drafted, prepared, and negotiated the terms of the Lease Rejection Motion with the Debtors' former landlord to allow the Debtors' to reject certain leases of real property where the Debtors previously conducted their corporate operations. This task category also includes time Foley devoted to analyzing, negotiating, and discussing issues related to the assumption and rejection of the Debtors' leases and executory contracts with the Debtors, creditors, parties-in-interest, and the Committee.

61. As mentioned above, an example of a pleading related to this task category for the Compensation Period is the *Motion for an Order Authorizing the Rejection of Certain Unexpired Non-Residential Real Property Leases, Effective as of December 21, 2020, and Abandonment of Certain Personal Property Therewith* (the “**Lease Rejection Motion**”) [Docket No. 57]. The Court entered an Order granting the Lease Rejection Motion on February 19, 2021. [Docket No. 138].

62. The total fees and hours of professional Services during the Compensation Period, in this task category are provided in the table below:

Timekeeper	Hours	Amount
Jones, Stephen	19.90	\$8,756.00
Scannell, Thomas Charles	23.30	\$16,572.50
Total	43.20	\$25,328.50

I. Other Contested Matters (B190)

63. This task category includes a broad range of work done by Foley, including, but not limited to, resolving discovery and exchange of information disputes by and between the Debtors, the Committee, creditors, and other parties-in-interest; conducting pre-litigation work in connection with the Adversary Proceedings; negotiating the parameters of the Schedule G Motion (discussed below) with Yiru’s counsel; researching, analyzing, drafting, preparing, and filing the Schedule G Motion; engaging in numerous discussions and meetings with McDermott to effectuate the orderly and efficient transfer of the Debtors’ bankruptcy representation from Foley to McDermott; and completing various other activities not included in other task categories.

64. The United States Trustee’s Office appointed the Committee on January 22, 2021. [Docket No. 93]. Soon after the Committee’s appointment, counsel for the Committee began investigating the Debtors’ pre-petition business operations, financial affairs, and other similar

matters. To effectuate their investigation, counsel for the Committee requested that the Debtors turn over numerous documents, communications, and other materials. Thereafter, Foley and the Committee engaged in numerous meetings, conferences, calls, and communications aimed at resolving issues related to the Committee's document requests while also protecting the Debtors' business operations the Debtors' efforts to consummate the Sale Process. In fulfilling the Committee's requests for information and avoiding the filing of discovery motions, Foley worked with the Debtors to review and compile voluminous amounts of materials and information requested by the Committee, and also worked with the Debtors to organize and upload the responsive documents, materials, and other information into a Committee specific data room. Foley spent a significant amount of time communicating with the Committee and the Debtors to fulfill the Committee's requests for information, and Foley successfully avoided any need for the Committee to file discovery motions.

65. As mentioned above, Foley engaged in numerous communications and negotiations with Yiru's counsel regarding the *Motion for Order (I) Authorizing the Debtors to Keep Certain Information in Schedules of Assets and Liabilities Confidential; (II) Approving Form and Manner of Notice to Certain Potential Claimants; and (III) Establishing Supplemental Deadline to File Proofs of Claim for Certain Potential Claimants* (the "**Schedule G Motion**") [Docket No. 196], and the *Stipulated Order Extending (1) the Bar Date for the Claimants to File Proofs of Claim to June 20, 2021 and (2) the Response and Objection Deadline to Certain Pending Motions* [Docket No. 235]. The Schedule G Motion involved extensive research, analysis, and drafting and was primarily designed to resolve the concerns raised by Yiru's counsel in connection with the Debtors providing notice to former sales representatives and members.

66. The total fees and hours of professional Services during the Compensation Period, in this task category are provided in the table below:

Timekeeper	Hours	Amount
Chibli, Aaron E.	36.20	\$22,987.00
Ellis, C. Ashley	2.30	\$1,449.00
Green, Debbie E.	5.40	\$3,348.00
Jones, Stephen	107.30	\$47,097.00
Lockhart, Steven C.	0.60	\$483.00
Overton, Nita J.	1.00	\$330.00
Scannell, Thomas Charles	2.20	\$1,595.00
Shanks, Emily F.	0.60	\$285.00
Total	155.60	\$77,574.00

J. Business Operations (B210)

67. This task category includes work done by Foley to resolve issues related to the Debtors' business operations, including employee, vendor, utility, insurance, and intellectual property issues, and other significant issues specific to the industry in which the Debtors operate.

68. The total fees and hours of professional Services during the Compensation Period, in this task category are provided in the table below:

Timekeeper	Hours	Amount
Jones, Stephen	10.20	\$4,343.00
Poynter, Austin L.	0.30	\$160.50
Helt, Marcus A.	7.10	\$6,275.50
Lenz, Ethan D.	4.20	\$4,683.00
Lockhart, Steven C.	6.30	\$5,071.50
Scannell, Thomas Charles	3.00	\$2,090.00
Total	31.10	\$22,623.50

K. Financing/Cash Collections (B230)

69. This task category includes certain Services provided by Foley in connection with matters under Bankruptcy Code sections 361, 363, and 364. Foley conducted extensive work to ensure that during the pendency of these bankruptcy Cases, the Debtors maintained and

uninterrupted access to financing, were permitted to use cash collateral, and were allowed to use their existing cash management system for an interim period of time until an orderly reconfiguration of the existing cash management system could occur. Specifically, for cash collateral, Foley engaged in extensive efforts to negotiate the terms of agreed cash collateral orders with counsel for the Debtors' secured lender and counsel for the Committee. Foley also engaged in numerous discussions and negotiations with the United States Trustee's Office regarding the Debtors' continued use of its existing cash management system and facilitated an orderly transition of the Debtors' existing cash management system into compliance with the requirements of the United States Trustee's Office.

70. Examples of pleadings related to this task category for the Compensation Period include: *Emergency Motion for Interim and Final Orders Granting Use of Cash Collateral and Scheduling Final Hearing* (the "**Cash Collateral Motion**") [Docket No. 18], and *Motion for Entry of an Interim Order (I) Authorizing the Debtors to (A) Continue Use of Existing Cash Management System, (B) Maintain Existing Bank Accounts, (C) Continue to Perform Intercompany Transactions, (D) Maintain Existing Business Forms; (II) Extending Time to Comply with Section 345 of the Bankruptcy Code; and (III) Granting Related Relief* (the "**Cash Management Motion**") [Docket No. 21].

71. On December 30, 2020, the Court entered a first interim order on the Cash Collateral Motion [Docket No. 55], followed by a second interim order on the Cash Collateral Motion on January 25, 2021 [Docket No. 97], followed by a third interim order on the Cash Collateral Motion on February 19, 2021 [Docket No. 136], followed by a fourth interim order on

the Cash Collateral Motion on April 16, 2021 [Docket No. 241] followed by a fifth interim order on the Cash Collateral Motion on June 9, 2021 [Docket No. 308].

72. The total fees and hours of professional Services during the Compensation Period, in this task category are provided in the table below:

Timekeeper	Hours	Amount
Jones, Stephen	32.30	\$13,532.00
Helt, Marcus A.	7.50	\$6,576.50
Scannell, Thomas Charles	26.90	\$18,867.50
Total	66.70	\$38,976.00

L. Board of Directors Matters (B260)

73. This task category includes worked conducted by Foley in preparing materials for and attending the Debtors' Board of Directors meetings; advising the Debtors regarding corporate governance issues; reviewing and preparing corporate documents; and appointing impartial and objective experts to assist the Debtors' reorganization process.

74. The total fees and hours of professional Services during the Compensation Period, in this task category are provided in the table below:

Timekeeper	Hours	Amount
Helt, Marcus A.	1.70	\$1,555.50
Total	1.70	\$1,555.50

M. Plan and Disclosure Statement (including Business Plan) (B320)

75. This task category includes work by Foley to draft, prepare, negotiate, and formulate strategies for a potential chapter 11 plan and preserve the Debtors' right to exclusivity. Due to the numerous creditors, parties-in-interest, and stake holders involved in these Cases, Foley engaged in countless negotiations, discussions, and communications to strategize on the terms and parameters of a potential chapter 11 plan and explore different solutions and scenarios that would allow the Debtors to achieve a successful exit from chapter 11.

FIRST INTERIM FEE AND EXPENSE APPLICATION OF FOLEY & LARDNER LLP FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES AS DEBTORS' COUNSEL FOR THE PERIOD DECEMBER 21, 2020, THROUGH JULY 31, 2021

76. Examples of pleadings and filings related to this task category for the Compensation Period include: *Motion for Order Extending the Exclusive Periods During Which Only Debtors May File and Confirm a Plan* [Docket No. 158]; and *Order Extending the Exclusive Periods During Which Only the Debtors May File and Confirm a Plan* [Docket No. 225].

77. The total fees and hours of professional Services during the Compensation Period, in this task category are provided in the table below:

Timekeeper	Hours	Amount
Jones, Stephen	27.40	\$12,056.00
Helt, Marcus A.	20.20	\$17,404.00
Total	47.60	\$29,460.00

N. Adverse Proceedings (B440)

78. This task category includes time spent by Foley conducting work related to various litigation matters and actions that arose during the Compensation Period, including, without limitation, the prosecution of the Adversary Proceedings filed by the Debtors. As mentioned above, Foley assisted, and continues to assist, the Debtors in filing and prosecuting two Adversary Proceedings: the Head Litigation and the Seacret Litigation. The Debtors pursued and continue to pursue the Adversary Proceedings to recover funds for the Estates and to maximize the distributions available for all creditors.

79. On February 22, 2021, Foley, on behalf of the Debtors, filed an *Original Complaint and Request for Preliminary Injunction* against Kenneth E. Head (“**Head**”) [Docket No. 1], thereby commencing the Head Litigation.⁷ Simultaneously therewith, Foley, on behalf of the Debtors filed an *Emergency Application for a Temporary Restraining Order and Preliminary*

⁷ All docket entries for the Head Litigation refer to Adversary Case No. 21-04058, pending before the Bankruptcy Court.

Injunction and Supporting Memorandum (the “**TRO Application**”) [Docket No. 2] against Head, as a former leader of the Debtors and as an acting principal of Seacret Direct LLC (“**Seacret**”), and sought to enjoin Head from participating in a competing business in direct violation of his non-compete agreement.

80. Foley assisted the Debtors in conducting an extensive investigation of the claims and factual allegations related to the Head Litigation and spearheaded the filing of the TRO Application. Foley also provided extensive Services to the Debtors in prosecuting the TRO Application against Head and preparing for the Court proceedings related to the TRO Application. The Services provided by Foley in the Head Litigation also included extensive work on discovery-related issues, including taking and defending numerous depositions and reviewing thousands of documents. In the end, the Court granted the Debtor’s TRO Application against Head on February 26, 2021 [Docket No. 15], and the Court later granted a preliminary injunction against Head and in favor of the Debtors. [Docket No. 70].

81. Foley also completed various other tasks related to the Head Litigation, including, without limitation, drafting and filing subpoenas, motions, pleadings, and witness and exhibits lists. Examples of such pleadings include: *Joint Motion for Agreed Confidentiality and Protective Order* [Docket No. 30], *Objections to the Official Committee of Unsecured Creditors’ Emergency Motion to Intervene in Adversary Proceeding* [Docket No. 32], *Unopposed Emergency Motion for an Order Pursuant to Sections 105(a) and 107(b) of the Bankruptcy Code, Bankruptcy Rule 9018, and Bankruptcy Local Rule 9018-1 Authorizing the Filing under Seal of Certain Confidential Information* [Docket No. 44], *Declaration of Eric Haynes* in support of granting a preliminary injunction against Head [Docket No. 53], *Declaration of Justin Sparks* in support of granting a

preliminary injunction against Head [Docket No. 54], *Objections to and Motion to Strike Declarations* [Docket No. 63], and *Response to Head's Motion to Withdraw the Reference* [Docket No. 90].

82. To this day, Foley continues to assist the Debtors in managing and prosecuting the Head Litigation.

83. On March 5, 2021, Foley, on behalf of the Debtors, filed an *Original Complaint and Request for Preliminary Injunction* against Seacret Direct LLC (the “**Seacret Complaint**”) [Docket No. 1], thereby commencing the Secret Litigation.⁸

84. Since filing the Seacret Complaint, Foley has assisted the Debtors in managing and prosecuting the Seacret Litigation by, among other things, filing the *Amended Complaint and Request for Preliminary Injunction* [Docket No. 6], and the Debtors’ *Response to Defendant’s Motion to Dismiss Amended Complaint and, in the Alternative, Motion for More Definite Statement* [Docket No. 37].

85. Also as part of Foley’s representation of the Debtors in the Seacret Litigation, Foley addressed various litigation issues and communicated and negotiated extensively with counsel for Seacret on issues incident to the Seacret Litigation, including, but not limited to, addressing various continuances of court proceedings and managing issues related to discovery.

86. To this day, Foley continues to assist the Debtors in managing and prosecuting the Seacret Litigation.

⁸ All docket entries for the Seacret Litigation refer to Adversary Case No. 21-04059, pending before the Bankruptcy Court.

87. The total fees and hours of professional Services during the Compensation Period, in this task category are provided in the table below:

Timekeeper	Hours	Amount
Bahlinger, Brooke C.	68.40	\$30,096.00
Chibli, Aaron E.	543.00	\$344,805.00
Drake, Abigail K.	16.20	\$8,667.00
Durham, Tanya C.	139.50	\$42,547.50
Ferguson, Jane D.	1.40	\$1,232.00
Gasser, Sean I	7.80	\$1,677.00
Green, Debbie E.	118.90	\$73,718.00
Helt, Marcus A.	2.70	\$2,470.50
Henes, Angela A.	1.30	\$279.50
Hoffman, Carrie B.	0.30	\$250.50
Jones, Stephen	106.80	\$46,992.00
Lockhart, Steven C.	336.60	\$270,963.00
Marx, Brandon C.	272.50	\$173,037.50
Miller, Terrell	1.60	\$1,296.00
Obenhaus, Stacy R.	2.70	\$2,241.00
Overton, Nita J.	25.50	\$8,415.00
Scannell, Thomas Charles	4.30	\$3,057.50
Shanks, Emily F.	313.00	\$148,675.00
Slovak, Robert T.	345.50	\$279,855.00
Smith, Brantley	88.20	\$41,454.00
Total	2,396.20	\$1,481,729.00

88. Foley asserts that the foregoing professional Services were necessary and appropriate to the administration of the Debtors' Cases. The compensation sought for the foregoing Services as requested is commensurate with the complexity, importance, and nature of the issues and tasks involved. The professional Services were performed by Foley with expedition and in an efficient manner, and without duplication of work performed by the Debtors' other advisors.

VI. **ACTUAL AND NECESSARY EXPENSES**

89. During the Compensation Period, Foley incurred \$66,206.64 in out-of-pocket expenses on behalf of the Debtors. Foley charges only its actual out-of-pocket expenses to the

client, and such out-of-pocket expenses are not marked-up. Detailed descriptions of Foley's expenses are included in **Exhibit C** attached hereto.

90. While representing the Debtors in the Chapter 11 Cases, Foley charged the actual costs of (i) telephone charges, (ii) in and outsourced photocopying charges, (iii) court fees (including filing and Pacer fees), (iv) delivery services (Federal Express), (v) online research, and (vi) transcript services.

91. Foley believes that the foregoing rates for the Services rendered align with the market rates that the majority of law firms charge their clients for such Services. The expenses are reasonable and economical in view of the necessity of the Services provided and are of the type customarily charged to Foley's non-bankruptcy clients.

92. Fee Application Preparation: In accordance with the Exhibit H Guidelines, Foley estimates that approximately 145 hours was spent on drafting this First Interim Fee Application, reviewing related documents, fee statements, and applicable rules and guidelines, and participating in related communications. Accordingly, the estimated fees on account of such preparation is \$15,000.00. This amount is not requested through this First Interim Fee Application but may be reflected on a future statement and application provided by Foley.

VII.

RESERVATION OF RIGHTS

93. It is possible that some professional time expended or expenses incurred during the Compensation Period are not reflected in this First Interim Fee Application. Foley reserves the right to include such amounts in future fee applications.

VIII.
NO PRIOR REQUEST

94. No prior application for the relief sought herein has been made by Foley.

IX.
CONCLUSION

WHEREFORE, Foley respectfully requests (i) allowance on an interim basis of compensation for professional Services rendered to the Debtors during the Compensation Period in the amount of **\$2,382,957.50**, and for expenses incurred during the Compensation Period in the amount of **\$66,206.64**, (ii) that the Court authorize and direct the Debtors to pay Foley a total of **\$894,582.00** representing the unpaid balance owed thereto, and (iii) that the Court grant Foley such other and further relief as is just.

DATED: August 20, 2021

Respectfully submitted:

/s/ Steven C. Lockhart

Robert Slovak (TX 24013523)

Steven C. Lockhart (TX 24036981)

Thomas C. Scannell (TX 24070559)

Stephen A. Jones (TX 24101270)

FOLEY & LARDNER LLP

2021 McKinney Avenue

Suite 1600

Dallas, Texas 75201

Telephone: (214) 999-3000

Facsimile: (214) 999-4667

rslovak@foley.com

slockhart@foley.com

tscannell@foley.com

sajones@foley.com

**COUNSEL FOR THE DEBTORS
AND DEBTORS-IN-POSSESSION**

FIRST INTERIM FEE AND EXPENSE APPLICATION OF FOLEY & LARDNER LLP FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES AS DEBTORS' COUNSEL FOR THE PERIOD DECEMBER 21, 2020, THROUGH JULY 31, 2021

PAGE 34

CERTIFICATE OF COMPLIANCE

I certify that I have read the application, and to the best of my knowledge, information and belief, formed after reasonable inquiry, the compensation and expense reimbursement sought is in conformity with the Court's Local Rules Appendix 9007, Exhibit H, Guidelines for Compensation and Expense Reimbursement of Professionals in Complex Chapter 11 Cases. I certify that the compensation and expense reimbursement requested are billed at rates, in accordance with practices, no less favorable than those customarily employed by the firm and generally accepted by the firm's clients.

/s/ Steven C. Lockhart
Steven C. Lockhart

CERTIFICATE OF SERVICE

I certify that on August 20, 2021, a true and correct copy of the foregoing document was caused to be served (i) electronically on the Electronic Case Filing System for the United States Bankruptcy Court for the Eastern District of Texas to parties that are registered to receive electronic notice in these cases and (ii) a copy of the foregoing will be served via first class mail by noticing agent Stretto on the parties listed on the Certificate of Service to be filed upon receipt from Stretto.

/s/ Steven C. Lockhart
Steven C. Lockhart

EXHIBIT A

SUMMARY OF ATTORNEY SERVICES

The attorneys who rendered professional Services in the Chapter 11 Cases during the Compensation Period are:

Timekeeper	Initials	Title or Position	Department Group, or Section	Date of First Admission	FYE 2021 Hourly Rate	FYE 2022 Hourly Rate⁹	Hours	Amount
Brooke C. Bahlinger	BCB	Associate	Labor & Employment	TX, 2019	\$440	\$440	68.40	\$30,096.00
Aaron E. Chibli	AEC	Associate	Business Litigation & Dispute Resolution	TX, 2015	\$635	\$635	581.00	\$368,935.00
Abigail K. Drake	AKD	Associate	Business Litigation & Dispute Resolution	TX, 2017	\$535	\$535	16.20	\$8,667.00
Stephen Jones	SJ	Associate	Business Litigation & Dispute Resolution	TX, 2019	\$390	\$440	781.30	\$335,677.00
Brandon C. Marx	BCM	Associate	Business Litigation & Dispute Resolution	TX, 2015	\$635	\$635	272.50	\$173,037.50
Austin L. Poynter	ALP	Associate	Transactions	TX, 2016	\$535	\$535	0.30	\$160.50
Emily F. Shanks	EFS	Associate	Bankruptcy & Business Reorganization	TX, 2018	\$475	\$475	318.10	\$151,097.50
Brantley Smith	BS	Associate	Business Litigation & Dispute Resolution	TX, 2018	\$470	\$470	88.20	\$41,454.00
Debbie E. Green	DEG	Of Counsel	Appellate	TX, 2016	\$620	\$620	125.80	\$77,996.00
Stacy R. Obenhaus	SRO	Of Counsel	Appellate	TX, 1985	\$830	\$830	2.70	\$2,241.00
Jane D. Ferguson	JSF	Partner	Transactions	TX, 1982	\$880	\$880	73.40	\$64,592.00
Marcus A. Helt	MAH	Partner	Bankruptcy & Business Reorganization	MO, 2000 TX, 2006	\$850	\$915	334.50	\$297,851.50
Carrie B. Hoffman	CBHO	Partner	Labor & Employment	TX, 1993	\$835	\$835	0.30	\$250.50
Ethan D. Lenz	EDL	Partner	Insurance	WI, 1996	\$1,115	\$1,115	4.20	\$4,683.00

⁹ Foley's hourly billing rates were increased at the start of Foley's fiscal year on February 1, 2021.

Timekeeper	Initials	Title or Position	Department Group, or Section	Date of First Admission	FYE 2021 Hourly Rate	FYE 2022 Hourly Rate ⁹	Hours	Amount
Steven C. Lockhart	SCL	Partner	Business Litigation & Dispute Resolution	TX, 2002	\$735	\$805	380.70	\$306,078.50
Terrell Miller	TM	Partner	Intellectual Property Litigation	TX, 2004	\$810	\$810	1.60	\$1,296.00
Thomas C. Scannell	TCS	Partner ¹⁰	Bankruptcy & Business Reorganization	TX, 2009	\$675	\$725	241.40	\$166,830.00
Robert T. Slovak	RTS	Partner	Business Litigation & Dispute Resolution	TX, 1999	\$750	\$810	359.70	\$291,189.00
C. Ashley Ellis	AEC	Special Counsel	Bankruptcy & Business Reorganization	TX, 1995	\$630	\$630	2.30	\$1,449.00
TOTAL							3,652.60	\$2,323,581.00

¹⁰ Mr. Scannell was a senior counsel with Foley until January 31, 2021, he became a partner on February 1, 2021.

SUMMARY OF PARAPROFESSIONAL/OTHER STAFF SERVICES

The paraprofessionals and other staff who rendered professional Services in the Chapter 11 Cases during the Compensation Period (defined below) are:

Timekeeper	Initials	Title or Position	Department Group, or Section	FYE 2021 Rate	FYE 2022 Rate¹¹	Hours	Amount
Tanya C. Durham	TCD	Paralegal	Litigation	\$305	\$305	140.70	\$42,913.50
Janelle C. Harrison	JCH	Paralegal	Bankruptcy & Business Reorganization	\$250	\$250	15.30	\$3,825.00
Nita J. Overton	NJOV	Paralegal	Litigation	\$330	\$330	26.50	\$8,745.00
Sean Gasser	SG	Research Librarian Senior	Technology	\$180	\$215	13.60	\$2,773.50
Angela Henes	AAAM	Research Librarian Senior	Technology	\$215	\$215	1.30	\$279.50
Melissa A. Huff	MAHU	Litigation Support Project Manager	Litigation	\$350	\$350	2.40	\$840.00
TOTAL						199.80	\$59,376.50

¹¹ Foley's hourly billing rates were increased at the start of Foley's fiscal year on February 1, 2021.

EXHIBIT B

COMPENSATION BY PROJECT CATEGORY

Task Code	Task Description	Hours	Amount
B110	Case Administration	469.30	\$264,792.00
B120	Asset Analysis and Recovery	147.40	\$113,244.00
B130	Asset Disposition	262.90	\$213,324.50
B140	Relief from Stay/Adequate Protection Proceedings	16.50	\$9,165.50
B150	Meetings of an Communications with Creditors	63.70	\$38,736.00
B160	Fee/Employment Applications	145.80	\$64,441.00
B170	Fee/Employment Objections	4.70	\$2,008.00
B185	Assumption/Rejections of Leases and Contracts	43.20	\$25,328.50
B190	Other Contested Matters (excluding assumption/rejection)	155.60	\$77,574.00
B210	Business Organizations	31.10	\$22,623.50
B230	Financing/Cash Collections	66.70	\$38,976.00
B260	Board of Director Matters	1.70	\$1,555.50
B320	Plan and Disclosure Statement (including Business Plan)	47.60	\$29,460.00
B440	Adverse Proceedings	2,396.20	\$1,481,729.00
TOTAL		3,852.40	\$2,382,957.50

EXHIBIT C

EXPENSE SUMMARY

Expense Category	Amount
Color Photocopying Charges	\$39.75
Depositions / Transcripts, Exams	\$11,503.74
Document Retrieval	\$9.20
Electronic Legal Research	\$2,714.37
Lexis	\$1,856.50
Litigation Services – Hosting	\$8,700.00
Meals	\$524.10
Other Expenses	\$1,738.00
Other Fees	\$16,402.54
Pacer	\$68.40
Photocopying Charges	\$13.20
Recording / Filing Fees	\$366.65
Service Fees	\$3,701.50
Shipping Charges	\$427.49
Transcripts	\$212.97
UCC, Tax Lien / Court Searches	\$608.73
Westlaw	\$17,319.50
TOTAL	\$66,206.64

EXHIBIT D

Time Detail/Fee Statements

Marcus A. Helt (TX 24052187)
Thomas C. Scannell (TX 24070559)
Stephen A. Jones (TX 24101270)
FOLEY & LARDNER LLP
2021 McKinney Avenue, Suite 1600
Dallas, Texas 75201
Telephone: (214) 999-3000
Facsimile: (214) 999-4667
mhelt@foley.com
tscannell@foley.com
sajones@foley.com

**COUNSEL FOR THE DEBTORS
AND DEBTORS-IN-POSSESSION**

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF TEXAS
SHERMAN DIVISION**

In re:	§ Chapter 11
	§
SPHERATURE INVESTMENTS LLC,	§ Case No.: 20-42492
<i>et al.</i>	§
	§
Debtors.¹	§ Jointly Administered

**MONTHLY FEE STATEMENTS OF FOLEY & LARDNER LLP
FOR COMPENSATION FOR SERVICES AND REIMBURSEMENT OF EXPENSES
AS COUNSEL TO THE DEBTORS FOR THE PERIOD OF
DECEMBER 21, 2020 TO JANUARY 31, 2021**

On March 1, 2021, the Honorable Brenda T. Rhoades, Chief Bankruptcy Judge for the United States Bankruptcy Court for the Eastern District of Texas (the “**Court**”) entered an *Amended Order Granting Motion for Administrative Order Under Bankruptcy Code Sections 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (the “**Interim Compensation Order**”) [Docket No. 153]. Pursuant to the Interim Compensation Order, Foley & Lardner LLP (“**Foley**”), counsel for Spherature

¹ The “**Debtors**” in the above-captioned jointly administered chapter 11 bankruptcy cases (“**Cases**”) are: Spherature Investments LLC EIN#5471; Rovia, LLC EIN#7705; WorldVentures Marketing Holdings, LLC EIN#3846; WorldVentures Marketplace, LLC EIN#6264; WorldVentures Marketing, LLC EIN#3255; WorldVentures Services, LLC EIN#2220.

**MONTHLY FEE STATEMENTS OF FOLEY & LARDNER LLP FOR COMPENSATION FOR SERVICES
AND REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE DEBTORS FOR THE PERIOD OF
DECEMBER 21, 2020 TO JANUARY 31, 2021**

Investments LLC (“**Spherature**”), together with its affiliates identified herein, as debtors and debtors-in-possession (collectively, the “**Debtors**”), submits these monthly fee statements for services rendered and expense incurred for the periods of December 21, 2020 through January 31, 2021 (the “**Statement Periods**”).

I. Itemization of Services Rendered by Foley:

A. The following is a list of individuals and their respective titles that provided services during the Statement Period. It includes information regarding their respective billing rate and the total number of hours spent by each individual providing services during the Statement Period for which Foley seeks compensation.

SUMMARY

Service Provider	Title	Hours	Rate	Amount
Austin L. Poynter	Associate	0.30	\$535.00	\$160.50
Stephen A. Jones	Associate	161.90	\$390.00	\$63,141.00
Sean Gasser	Other	4.30	\$180.00	\$774.00
Jane D. Fergason	Partner	35.00	\$880.00	\$30,800.00
Marcus A. Helt	Partner	126.40	\$850.00	\$107,440.00
Robert T. Slovak	Partner	2.80	\$750.00	\$2,100.00
Steven C. Lockhart	Partner	5.50	\$735.00	\$4,042.50
Thomas Charles Scannell	Senior Counsel	163.70	\$675.00	\$110,497.50
C. Ashley Ellis	Special Counsel	2.30	\$630.00	\$1,449.00
Totals		502.20		\$320,404.50

MONTHLY FEE STATEMENTS OF FOLEY & LARDNER LLP FOR COMPENSATION FOR SERVICES AND REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE DEBTORS FOR THE PERIOD OF DECEMBER 21, 2020 TO JANUARY 31, 2021

B. The time records of Foley consisting of a daily breakdown of the time spent by each person on each day, and detail as to the disbursements incurred are attached as **Exhibit A** to this Statement.

II. Itemization of Services Rendered and Disbursements Incurred by Category

A. The following itemization presents the services rendered by Foley by Task Codes, and provides a summary of disbursements incurred by code of disbursement.

1. Services Rendered

The following services were rendered in the following Task Codes:

Task Code	Task Description	Hours	Amount
B110	B110 - Case Administration	209.40	117,610.50
B120	B120 - Asset Analysis and Recovery	30.40	21,601.50
B130	B130 - Asset Disposition	137.10	107,063.50
B140	B140 - Relief from Stay/Adequate Protection Proceedings	1.80	1,092.00
B150	B150 - Meetings of and Communications with Creditors	18.20	11,971.00
B160	B160 - Fee/Employment Applications	36.30	16,066.50
B170	B170 - Fee/Employment Objections	1.20	468.00
B185	B185 - Assumption/Rejection of Leases and Contracts	6.40	4,320.00
B190	B190 - Other Contested Matters (excluding assumption/rejection motions)	4.60	2,346.00
B210	B210 - Business Operations	8.30	5,329.00
B230	B230 - Financing/Cash Collections	30.70	17,616.50
B320	B320 - Plan and Disclosure Statement (including Business Plan)	16.60	14,110.00
B440	B440 - Adverse Proceedings	1.20	810.00
Totals		502.20	\$320,404.50

A detailed itemization of the services rendered in each of the Task Codes is set forth in

Exhibit A.

MONTHLY FEE STATEMENTS OF FOLEY & LARDNER LLP FOR COMPENSATION FOR SERVICES AND REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE DEBTORS FOR THE PERIOD OF DECEMBER 21, 2020 TO JANUARY 31, 2021

2. Disbursements Incurred

The disbursements incurred by Foley for this Statement are as follows:

Description	Amount
Document Retrieval	\$9.20
Meals	\$193.80
Other Fees	\$10,428.00
Shipping Charges	\$203.07
Transcripts	\$212.97
Westlaw	\$108.10
Expenses Incurred Total	\$11,155.14

3. Accordingly, the amount of compensation and expenses payable for this Statement Period is \$267,478.74 which is calculated as follows:

Total Fees for Services Rendered During Statement Period	\$320,404.50
Twenty Percent (20%) Holdback	- \$64,080.90
Fees Minus Holdback	\$256,323.60
Costs (100%)	+ \$11,155.14
TOTAL	\$267,478.74

WHEREFORE, pursuant to the Interim Compensation Order, Foley respectfully requests payment of (1) \$256,323.60 (80% of \$320,404.50) on account of on account of actual, reasonable, and necessary professional services rendered to the Debtors by Foley and (2) reimbursement of actual and necessary costs and expenses in the amount of \$11,155.14 incurred by Foley of behalf of the Debtors, for a total reimbursement request of \$267,478.74.

MONTHLY FEE STATEMENTS OF FOLEY & LARDNER LLP FOR COMPENSATION FOR SERVICES AND REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE DEBTORS FOR THE PERIOD OF DECEMBER 21, 2020 TO JANUARY 31, 2021

PAGE 4

DATED: April 20, 2021

Respectfully submitted:

/s/ Marcus A. Helt

Marcus A. Helt (TX 24052187)

Thomas C. Scannell (TX 24070559)

Stephen A. Jones (TX 24101270)

FOLEY & LARDNER LLP

2021 McKinney Avenue

Suite 1600

Dallas, Texas 75201

Telephone: (214) 999-3000

Facsimile: (214) 999-4667

mhelt@foley.com

tscannell@foley.com

sajones@foley.com

**COUNSEL FOR THE DEBTORS
AND DEBTORS-IN-POSSESSION**

CERTIFICATE OF SERVICE

I hereby certify that, in accordance with the *Amended Order Granting Motion for Administrative Order Under Bankruptcy Code Sections 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expense of Professionals* [Docket No. 153], a true and correct copy of the foregoing document was served electronically, via email, on the following Notice Parties: Counsel for the Official Committee of Unsecured Creditors, the Office of the United States Trustee for the Eastern District of Texas, and Counsel for the Debtors' secured lenders.

/s/ Stephen A. Jones

Stephen A. Jones

**MONTHLY FEE STATEMENTS OF FOLEY & LARDNER LLP FOR COMPENSATION FOR SERVICES
AND REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE DEBTORS FOR THE PERIOD OF
DECEMBER 21, 2020 TO JANUARY 31, 2021**

PAGE 5

EXHIBIT A

**MONTHLY FEE STATEMENTS OF FOLEY & LARDNER LLP FOR COMPENSATION FOR SERVICES
AND REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE DEBTORS FOR THE PERIOD OF
DECEMBER 21, 2020 TO JANUARY 31, 2021**

PAGE 6



FOLEY & LARDNER LLP
2021 MCKINNEY AVENUE
SUITE 1600
DALLAS, TEXAS 75201
TELEPHONE (214) 999-3000
FACSIMILE (214) 999-4667
WWW.FOLEY.COM

WorldVentures Holdings LLC
Submit to Serengeti * do not mail
include cost backup & pdf copy of invoice
Plano, TX 75024

Date: April 19, 2021
Our Ref. No.: 636264-0021

Statement of Account

Outstanding Invoices:

Date	Invoice No.	Amount	Credits	Balance
04/19/2021	50197046	\$598,043.55	\$0.00	\$598,043.55
Total Balance Outstanding:				\$598,043.55

Current Invoice:

Date	Invoice No.	Amount	Credits	Balance
04/19/2021	50197047	\$331,559.64	\$0.00	\$331,559.64
Total Amount Due:				\$929,603.19

Please reference your account number 636264-0021 and your invoice number 50197047 with your remittance payable to Foley & Lardner LLP. Payment is due promptly upon receipt of our invoice.

Federal Employer Number:
39-0473800



FOLEY & LARDNER LLP
2021 MCKINNEY AVENUE
SUITE 1600
DALLAS, TEXAS 75201
TELEPHONE (214) 999-3000
FACSIMILE (214) 999-4667
WWW.FOLEY.COM

WorldVentures Holdings LLC
Submit to Serengeti * do not mail
include cost backup & pdf copy of invoice
Plano, TX 75024

Date: April 19, 2021
Invoice No.: 50197047
Our Ref. No.: 636264-0021

Services through January 31, 2021

Amount due for professional services rendered regarding Post-Petition	\$320,404.50
--	--------------

Total Expenses:	\$11,155.14
-----------------	-------------

Amount Due:	\$331,559.64
--------------------	---------------------

Please reference your account number 636264-0021 and your invoice
number 50197047 with your remittance payable to Foley & Lardner LLP.
Payment is due promptly upon receipt of our invoice.

Federal Employer Number:
39-0473800

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50197047

Page 2

Foley & Lardner LLP

April 19, 2021

Professional Services Detail

B110 - Case Administration

12/21/20	SJ	Coordinate and collaborate with Stretto, Larx, and Foley team regarding first-day filings, notices, exhibits, and outstanding issues on filings and motions.	1.20	\$468.00
12/22/20	MAH	Prepare for 2nd-day hearings.	0.90	\$765.00
12/22/20	SJ	Extensive correspondence, communication, and collaboration with Stretto, Larx, WV, and Foley teams regarding preparation of updated schedules and exhibits and filing of first-day motions, orders, and exhibits (3.9).	3.90	\$1,521.00
12/22/20	TCS	Finalize and file thirteen (13) first day motions for relief; extensive telephone and email discussions with U.S Trustee, lender's counsel, courtroom deputy, client team and related parties regarding first day relief.	16.80	\$11,340.00
12/23/20	MAH	Work on hearing preparation.	2.70	\$2,295.00
12/23/20	SJ	Correspondences and communications with parties in interest regarding access to court filings (0.2); Work with Foley team to prepare and serve notices, agenda, and witness and exhibits for first-day hearings (1.1).	1.30	\$507.00
12/23/20	TCS	Prepare, file and serve witness and exhibit list, agenda and notices of hearing for first day hearings; confer with courtroom deputy and noticing agent regarding same; email exchange with US Trustee's office regarding first day relief; telephone conference with lender's counsel regarding cash collateral issues.	5.80	\$3,915.00
12/28/20	MAH	Lengthy work on 1st-day hearings.	3.20	\$2,720.00
12/28/20	SG	Rush litigation research for the following entities: Spherature Investments LLC, WorldVentures Holdings, LLC, Rovia, LLC, WorldVentures Marketing, LLC, WorldVentures Marketing Holdings, LLC, WorldVentures Marketplace, LLC and WorldVentures Services, LLC. Provided all results within individual tables showing status; forwarded dockets for open cases. (S. Jones).	4.00	\$720.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50197047

Page 3

Foley & Lardner LLP

April 19, 2021

12/28/20	SJ	Conference call with T. Scannell and B. Bailey regarding pending class action litigation and status of same (0.6); Numerous communications with counsel representing WVH and subsidiaries in various pending litigation to coordinate the filings of suggestions of bankruptcy (0.8); Coordinate with Foley research team and run comprehensive search of U.S. court filings to build list of all pending WVH and affiliate litigation (0.5); Prepare, draft, and edit suggestions of bankruptcy in known litigation cases and coordinate filing same with counsel of record for each case (3.7).	5.60	\$2,184.00
12/28/20	SJ	Communications and coordination with T. Scannell and M. Helt regarding first-day hearings and begin preparing for same (0.6).	0.60	\$234.00
12/28/20	TCS	Prepare for first day hearings; confer with US Trustee's office regarding same; confer with client team regarding same; confer with lender's counsel regarding same; analyze local rules to ensure compliance with same.	9.90	\$6,682.50
12/29/20	MAH	Prepare for first-day hearings.	3.90	\$3,315.00
12/29/20	SG	Follow-up research: retrieved dockets and dismissal orders for Calev Systems LLC v. Worldventures Marketing LLC, a Nevada LLC (filed in Miami-Dade Co, FL) and JBD LLC dba MAPP Advisors v. WorldVentures Holdings LLC (filed in Davidson Co, TN). (S. Jones).	0.30	\$54.00
12/29/20	SJ	Draft, prepare, and send correspondence to Court regarding status of first-day matters and updates to the first-day agenda (0.5); Various communications with counsel representing Debtors in pending litigation and coordination of filing suggestions of bankruptcy in pending suits (1.2); Meet with M. Poates to execute wet-ink declarations in support of chapter 11 filings (0.6); Review and analyze S. Gasser research filings regarding pending litigation against WV and debtor affiliates (1.4).	3.70	\$1,443.00
12/29/20	SJ	Complete first-day hearing preparations with T. Scannell and engage in various communications with M. Helt, T. Scannell, and WV representatives regarding same (3.3).	3.30	\$1,287.00
12/29/20	TCS	Prepare for first day hearings; analyze objections and evaluate strategic responses to same; confer with counsel regarding same; extensive telephone and email communications regarding same.	11.40	\$7,695.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50197047

Page 4

Foley & Lardner LLP

April 19, 2021

12/30/20	MAH	Prepare for and participate in first-day hearings.	5.20	\$4,420.00
12/30/20	SJ	Finalize and prepare final wet-ink signed WV petition packages and coordinate with B. Werner regarding the mailing of same to the Court .	0.70	\$273.00
12/30/20	SJ	Begin to draft and prepare various noticing documents and communications and coordination with Stretto regarding service of same.	1.80	\$702.00
12/30/20	SJ	Final perpetrations for first-day hearing (1.6); Attend first-day motions hearing (2.7); Confer with T. Scannell regarding first-day hearing rulings and incorporation of court's revisions to proposed orders (0.6).	4.90	\$1,911.00
12/30/20	TCS	Prepare for and appear at first day hearings for debtors; conform first day orders and coordinate entry of same; email exchange with lender's counsel regarding cash collateral order; confer with Judge Rhoades' chambers regarding orders.	7.80	\$5,265.00
12/31/20	SJ	Various communications with T. Scannell and M. Helt regarding first-day orders and drafts of future pleadings (0.7).	0.70	\$273.00
12/31/20	SJ	Complete drafts of noticing documents regarding first-day orders, final hearing on first-day orders, and future omnibus hearings (2.3); Various communications with Stretto regarding service of pleadings, orders, and notices (0.6).	2.90	\$1,131.00
01/04/21	SJ	Draft and prepare notices of entry of orders, final hearing, and omnibus hearings (2.1); Various communications with Courtroom Deputy regarding filing and language to include in same (0.7); Numerous communications with Stretto regarding service of pleadings, orders, and notices (0.8); Numerous communications with M. Helt, T. Scannell, E. Toth, and Spherature representatives regarding UST interview (1.4); Begin drafting and preparing documents, schedules, and exhibits for UST interview (2.8).	7.80	\$3,042.00
01/05/21	MAH	Prepare for and discuss debtor interview and other BK issues with management.	0.70	\$595.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50197047

Page 5

Foley & Lardner LLP

April 19, 2021

01/05/21	SJ	Extensive communications with M. Helt, T. Scannell, E. Toth, and Spherature representatives regarding UST debtor interview and preparation of documents related to same (2.4); Prepare and compile and various documents, schedules, and exhibits for UST debtor interview and send same to S. Baker (3.8); Follow-up on suggestions of bankruptcy and prepare and file same in pending Spherature litigation (2.1).	8.30	\$3,237.00
01/05/21	TCS	Prepare for initial debtor interview; confer with debtor team regarding same; email exchange with US Trustee's office regarding same; review materials for disclosure to US Trustee's office.	3.70	\$2,497.50
01/06/21	MAH	Address case-administration issues.	0.90	\$765.00
01/06/21	SJ	Finalize materials and coordinate preparations for UST interview (0.9); Attend UST debtor interview with T. Scannell, E. Toth, and S. Baker (1.1); Various communications with opposing counsel and Spherature representatives regarding pending Spherature litigation and suggestions of bankruptcy filed in same (0.8).	2.80	\$1,092.00
01/06/21	TCS	Prepare for initial debtor interview; appear at initial debtor interview on behalf of bankruptcy debtors in possession; confer with US Trustee regarding same; confer with client team regarding same.	1.90	\$1,282.50
01/07/21	TCS	Attend to various case administration issues; confer with client team regarding monthly operational reporting and preparation of schedules and statements; email exchange with opposing counsel regarding first day relief.	1.30	\$877.50
01/11/21	SJ	Various communications with Foley team and Spherature representatives regarding pending litigation and responses to creditor inquiries.	0.90	\$351.00
01/12/21	TCS	Prepare for first day hearings (1.9); confer with lender's counsel regarding cash collateral (.7); confer with taxing authorities regarding cash collateral issues (.2); confer with TX attorney general regarding customer programs (.4); analyze evidentiary issues (.3); email exchange with plaintiffs' counsel regarding insurance policies (.3).	3.80	\$2,565.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50197047

Page 6

Foley & Lardner LLP

April 19, 2021

01/13/21	TCS	Continue preparation of final hearing on first day motions (1.2); prepare second interim cash collateral order (.9); confer with lender's counsel regarding same (.2); negotiations with J. Binford at Texas Attorney General's office regarding customer reward programs order (.2); analyze inquiries from Wells Fargo regarding abandonment of equipment (.4); email exchange with client team and counsel to Wells Fargo regarding same issues (.3); email exchange with Court regarding request for brief continuance of hearing (.2).	3.40	\$2,295.00
01/14/21	SJ	Various communications with Stretto regarding service of motions, orders, and related documents.	0.40	\$156.00
01/14/21	SJ	Various communications with T. Scannell and M. Helt regarding case filings, calendar updates, and related matters.	0.80	\$312.00
01/14/21	TCS	Confer with chambers regarding motion and hearing to continue final hearing on first day motions (.4); revise and finalize motion, order and notice of hearing for same (.3); prepare for argument at hearing on same (1.1).	1.80	\$1,215.00
01/15/21	SJ	Attend hearing on motion to continue final hearing on first-day motions (0.4); Draft and prepare order granting motion to continue final hearing on first-day motions and coordinate with Court regarding issues related to same (1.2); Coordinate with Foley team regarding file of same and with Stretto team regarding service of same (0.6).	2.20	\$858.00
01/19/21	SJ	Draft responses to questions from various parties receiving notice of cases. (0.7); Various communications and coordination with courtroom deputy regarding filing of proposed orders, agendas, and related matters (0.5); Work with Larx to draft and prepare SOFAs and SOALs (1.3); Begin to draft and prepare global notes for SOFAs and SOALs (0.9).	3.40	\$1,326.00
01/19/21	SJ	Draft and prepare various documents for final hearing on first-day motions, draft and prepare agenda for same, and send same to T. Scannell for review.	2.80	\$1,092.00
01/19/21	TCS	Attend to issues regarding preparation of schedules and statements (1.1); confer with client team regarding same issues (.8).	1.90	\$1,282.50

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50197047

Page 7

Foley & Lardner LLP

April 19, 2021

01/20/21	SJ	Begin to review SOFAs and SOALs for all six debtor entities and prepare same for filing; Begin to draft and prepare global notes for SOFAs and SOALs.	3.20	\$1,248.00
01/20/21	TCS	Prepare for contested evidentiary final hearings on seven (7) first day motions (3.7); email and telephone negotiations with objecting parties regarding same (1.4); revise and finalize proposed orders resolving objections (1.2); file proposed revised orders and send courtesy copies of same to chambers (.4); prepare E. Toth for testimony in support of motions (.6).	7.30	\$4,927.50
01/20/21	TCS	Attend to issues regarding schedules and statements (.8); confer with claims agent and chief restructuring officer regarding preparation of same (.8).	1.60	\$1,080.00
01/21/21	SJ	Draft and prepare global notes for SOFAs and SOALs.	3.20	\$1,248.00
01/21/21	SJ	Draft and prepare responses to parties inquiring on receipt of notice letters.	0.60	\$234.00
01/21/21	SJ	Prepare for final hearings on first-day motions with T. Scannell and attend same.	2.40	\$936.00
01/21/21	SJ	Extensive communications and coordination with Stretto and Spherature representatives regarding preparation of SOFAs and SOALs.	2.10	\$819.00
01/21/21	SJ	Review and analyze SOFAs and SOALs and coordinate with Larx and Stretto regarding same.	2.80	\$1,092.00
01/21/21	TCS	Finalize preparation for final hearings on seven (7) first-day motions (3.9); telephone conference with E. Toth to prepare testimony for same (.6); appear at final hearings on behalf of debtors in possession (1.4).	5.90	\$3,982.50
01/21/21	TCS	Work on schedules and statements (1.6); confer with chief restructuring officer and claims agent regarding same (1.1).	2.70	\$1,822.50
01/22/21	MAH	Work on case-administration issues.	1.70	\$1,445.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50197047

Page 8

Foley & Lardner LLP

April 19, 2021

01/22/21	SJ	Extensive communications and coordination with Stretto, Larx, and Spherature representatives regarding preparation of SOFAs and Schedules (2.2); Revise and finalize drafts of Global Notes for SOFAs and Schedules (1.8); Conduct final review of SOFAs and Schedules with T. Scannell prior to filing (4.7); Coordinate with Stretto and Larx regarding corrections to SOFAs and Schedules (1.6).	10.30	\$4,017.00
01/22/21	TCS	Revise and finalize schedules and statements.	5.50	\$3,712.50
01/25/21	TCS	Attend to issues regarding omnibus hearing settings (.2); email exchange with Court chambers regarding same (.2).	0.40	\$270.00
01/26/21	TCS	Confer with claims agent regarding service issues.	0.30	\$202.50
01/26/21	TCS	Confer with E. Toth and client team regarding qualifications for appointment of committee members.	0.30	\$202.50
01/26/21	TCS	Email exchange with Court chambers regarding settings for omnibus hearings (.2); instruct filing of notices of hearings for same (.2).	0.40	\$270.00
01/27/21	SJ	Draft and prepare responses to various noticed party inquiries regarding their receipt of notice in the cases (1.5); Various communications with Stretto regarding notices and services of filings (0.4).	1.90	\$741.00
01/27/21	TCS	Conform final orders pursuant to Court's rulings at final hearings on first day motions (3.4); upload same for entry (.4).	3.80	\$2,565.00
01/27/21	TCS	Respond to creditor inquiries.	0.30	\$202.50
01/28/21	SJ	Draft and prepare responses to various noticed party inquiries regarding their receipt of notice in the cases.	0.50	\$195.00
01/28/21	TCS	Respond to creditor inquiries.	0.30	\$202.50
01/29/21	SJ	Draft and prepare responses to various noticed party inquiries regarding their receipt of notice in the cases.	0.60	\$234.00
Task Total:			209.40	\$117,610.50

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50197047

Page 9

Foley & Lardner LLP

April 19, 2021

B120 - Asset Analysis and Recovery

12/23/20	MAH	Work on litigation issues.	0.90	\$765.00
01/26/21	MAH	Work on litigation issues.	2.20	\$1,870.00
01/27/21	MAH	Lengthy work on litigation issues.	2.70	\$2,295.00
01/27/21	RTS	Review and analysis of APA, proposed revisions to APA, joint marketing agreement, LOI and other background materials as part of investigation of potential claims against Seacret.	0.60	\$450.00
01/27/21	SJ	Review and analyze documents regarding potential litigation.	2.10	\$819.00
01/27/21	TCS	Attend to Seacret investigation (.3); review materials provided by M. Poates (.6); email exchange with M. Poates and client team regarding same (.2).	1.10	\$742.50
01/28/21	MAH	Analyze litigation issues.	2.90	\$2,465.00
01/28/21	RTS	Review and analysis of background documents, agreements, draft APA and e-mail correspondence; analysis with Steven Lockhart regarding case background and strategy.	0.50	\$375.00
01/28/21	SCL	Analyze Seacrets and World Ventures transaction documents and communications, and potential claims against Seacrets.	4.30	\$3,160.50
01/28/21	SJ	Continue reviewing and analyzing documents and materials regarding potential litigation.	1.60	\$624.00
01/28/21	TCS	Attend to Seacret investigation (.2); review terms of Solicitation Agreement (.6); confer with S. Lockhart regarding same (.3).	1.10	\$742.50
01/29/21	MAH	Work on litigation analysis.	2.70	\$2,295.00
01/29/21	RTS	Review and analysis of background documents, agreements, draft APA and e-mail correspondence; analysis with Steven Lockhart regarding case background and strategy.	0.90	\$675.00
01/29/21	SCL	Analyze Seacrets and World Ventures transaction documents and communications, and potential claims against Seacrets.	1.20	\$882.00
01/29/21	SJ	Continue reviewing and analyzing documents and materials regarding potential litigation.	1.40	\$546.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50197047

Page 10

Foley & Lardner LLP

April 19, 2021

01/29/21	TCS	Attend to Seacret investigation (.6); receive and review materials provided by client team (.8); confer with client team regarding strategic use of same (.7).	2.10	\$1,417.50
01/31/21	RTS	Review and analysis of employment agreements; analysis with Steven Lockhart, Tom Scannell and Marcus Helt regarding background facts, status of case and recommended courses of action.	0.80	\$600.00
01/31/21	TCS	Attend to Seacret investigation (.6); confer with S. Lockhart, R. Slovak and M. Helt regarding same issues (.7).	1.30	\$877.50
Task Total:			30.40	\$21,601.50

B130 - Asset Disposition

12/21/20	JDF	Revised and forwarded APA to include comments. Multiple emails regarding the same. Telephone conference with Marcus Helt regarding deposit issues. Multiple emails regarding the same. Revised APA and forwarded the same with changes.	1.90	\$1,672.00
12/22/20	JDF	Finalized and forwarded revised APA. Multiple emails regarding the same. Reviewed latest comments received from client and related redline. Revised and sent the same to client. Reviewed and responded to emails regarding the same.	1.90	\$1,672.00
12/22/20	MAH	Lengthy work on exit strategy and APA issues.	2.80	\$2,380.00
12/23/20	JDF	Worked on APA issues. Telephone conference regarding the same.	0.60	\$528.00
12/23/20	MAH	Prepare for and participate lengthy calls regarding sale process.	1.80	\$1,530.00
12/24/20	JDF	Reviewed changes to the APA sent by buyer's counsel. Compared to notes and prior versions.	0.60	\$528.00
12/24/20	MAH	Lengthy work on sales transactions.	1.60	\$1,360.00
12/26/20	MAH	Work on potential buyer issues.	0.40	\$340.00
12/27/20	TCS	Email exchange with counsel to potential interested buyer of bankruptcy assets; confer with client team regarding same.	0.60	\$405.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50197047

Page 11

Foley & Lardner LLP

April 19, 2021

12/28/20	JDF	Reviewed APA regarding virtual currency and other questions. Telephone conference with team. Addressed issues with other potential buyers. Reviewed and responded to multiple emails regarding the same.	1.90	\$1,672.00
12/28/20	MAH	Work with potential buyers and counsel.	2.40	\$2,040.00
12/29/20	JDF	Reviewed APA to address certain provisions. Forwarded relevant language. Reviewed and responded to emails regarding the same. Further revised APA. Forwarded revisions. Reviewed and responded to emails regarding the same. Telephone conference regarding the same.	2.40	\$2,112.00
12/30/20	JDF	Reviewed changes made by client to APA. Revised the same. Reviewed and commented on Term Sheet sent by Kyle Ortiz. Forwarded comments regarding the same.	2.60	\$2,288.00
12/31/20	JDF	Multiple emails regarding issues and comments from proposed buyers. Reviewed documents regarding the same. Finalized and forwarded latest APA. Reviewed and responded to emails regarding the same.	1.40	\$1,232.00
12/31/20	MAH	Lengthy work on sale-process issues (2.4); multiple calls with GC, CRO, and COO on next steps (1.9).	4.30	\$3,655.00
12/31/20	SJ	Begin to draft and prepare bid procedures motion, and 363 sale motion.	1.30	\$507.00
01/04/21	JDF	Revised documents. Multiple calls. Addressed APA issues. Addressed comments to letter of intent. Reviewed emails regarding valuation.	1.30	\$1,144.00
01/05/21	JDF	Reviewed and responded to emails regarding valuation. Addressed difficulty with the same. Began compiling list of open issues. Reviewed files regarding the same.	0.90	\$792.00
01/05/21	MAH	Work on c-11 sale process.	2.70	\$2,295.00
01/05/21	TCS	Confer with counsel to potential stalking horse bidder regarding sale of assets in bankruptcy case.	0.60	\$405.00
01/06/21	JDF	Reviewed APA regarding open issues. Prepared and forwarded list . Reviewed and responded to emails .	0.80	\$704.00
01/06/21	MAH	Finalize employment/sale discussions.	0.70	\$595.00
01/06/21	TCS	Confer with interested asset purchaser's counsel regarding 363 sale process.	0.60	\$405.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50197047

Page 12

Foley & Lardner LLP

April 19, 2021

01/08/21	MAH	Lengthy calls with CRO on sale process (1.4); analyze multiple offers regarding asset sales (.9).	2.30	\$1,955.00
01/09/21	MAH	Work on sale issues, including conversation with MM counsel.	1.80	\$1,530.00
01/10/21	MAH	Work on bid-analysis issues and related BK papers.	1.70	\$1,445.00
01/11/21	JDF	Follow up on APA.	0.20	\$176.00
01/11/21	MAH	Work with CRO on bid analysis (.7); work on sale and c-11 issues (.9).	1.60	\$1,360.00
01/11/21	SJ	Conference call with E. Toth and Spherature team regarding stalking-horse bidder proposals and presentation of offers to BOD.	1.10	\$429.00
01/12/21	JDF	Reviewed documents regarding last APA. Reviewed and addressed changes suggested by the client. Forwarded requested documents . Reviewed and responded to emails regarding the same.	0.60	\$528.00
01/12/21	MAH	Lengthy work on sale-process issues (2.2); phone call with potential buyer / investor (.9).	3.10	\$2,635.00
01/13/21	JDF	Reviewed and responded to emails regarding APA. Reviewed documents and file regarding the same.	0.40	\$352.00
01/13/21	MAH	Analyze LOIs (.9); prepare for and participate in board call (.9).	1.80	\$1,530.00
01/14/21	MAH	Prepare for and participate in board meeting to discuss LOIs.	4.70	\$3,995.00
01/14/21	SJ	Continue to draft and prepare motion to approve bid procedures and 363 sale.	1.20	\$468.00
01/15/21	JDF	Reviewed and commented on LOI from WV Holding.	1.30	\$1,144.00
01/15/21	MAH	Lengthy work on sale and sale-process issues.	2.60	\$2,210.00
01/15/21	SJ	Continue to draft and prepare motion to approve bid procedures and 363 sale (3.8); Draft and prepare bid procedures exhibit and order approving bid procedures (3.5); Draft and prepare form of notice for bid procedures and 363 sale motion (2.2).	9.50	\$3,705.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50197047

Page 13

Foley & Lardner LLP

April 19, 2021

01/15/21	TCS	Attend to issues regarding asset sale proceedings (1.1); email and telephone negotiations with potential stalking horse bidders (.6); confer with E. Toth and client team regarding same issues (.4); work on bid procedures papers (.7).	2.80	\$1,890.00
01/16/21	MAH	Lengthy work on sale issues.	3.10	\$2,635.00
01/16/21	TCS	Attend to issues regarding 363 sale process (.1); attention to email exchange regarding bid submission and negotiations (.2); confer with E. Toth and client team regarding same (.1).	0.40	\$270.00
01/17/21	SJ	Draft and prepare order approving 363 sale and send same to T. Scannell and M. Helt for review.	2.20	\$858.00
01/18/21	JDF	Further reviewed and commented on new LOI. Compared to prior APA terms.	1.10	\$968.00
01/18/21	MAH	Lengthy work on sale-process issues (3.6); prepare for and participate in lengthy calls regarding sale issues (1.4); work on sale pleadings / papers (.9); communicate with client on same (.8).	6.70	\$5,695.00
01/18/21	TCS	Extensive revisions to 363 sale package (4.7); email and telephone negotiations with potential stalking horse counsel (.4); confer with E. Toth and client team regarding same issues (.7).	5.80	\$3,915.00
01/19/21	JDF	Reviewed and responded to emails regarding new LOI. Telephone conference with Marcus Helt. Began revising APA per new LOI. Multiple emails regarding the same.	2.80	\$2,464.00
01/19/21	MAH	Lengthy work on sale issues.	2.80	\$2,380.00
01/19/21	TCS	Attend to issues regarding 363 sale process (.4); email exchange with counsel to potential stalking horse bidder (.3); receive and review comments to sale and bidding procedures package (.7).	1.40	\$945.00
01/20/21	JDF	Further revised and edited new APA. Multiple emails regarding the same. Telephone conference with Wayne Nugent. Forwarded draft to client.	5.20	\$4,576.00
01/20/21	MAH	Lengthy work on sale papers (5.5); prepare for and participate in follow-up discussions with potential buyer counsel (.7).	6.20	\$5,270.00
01/20/21	TCS	Attend to 363 sale process updates (.2); email exchange with stalking horse bidder regarding same (.2); confer with M. Helt and E. Toth regarding same issues (.2).	0.60	\$405.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50197047

Page 14

Foley & Lardner LLP

April 19, 2021

01/21/21	JDF	Further reviewed and revised new APA. Sent to client for comment.	1.80	\$1,584.00
01/21/21	SJ	Revise and finalize bid procedures and 363 sale motion, orders, and exhibits, and file same.	1.60	\$624.00
01/22/21	JDF	Reviewed comments by client to new APA. Reviewed additional comments received. Revised APA accordingly and forwarded the same. Multiple emails regarding the same.	2.10	\$1,848.00
01/22/21	MAH	Lengthy work on sale issues.	2.80	\$2,380.00
01/22/21	TCS	Attend to issues regarding 363 sale process (.2); receive and review company comments to proposed asset purchase agreement (.4); email exchange with company regarding same (.2).	0.80	\$540.00
01/23/21	MAH	Work on APA issues.	1.90	\$1,615.00
01/25/21	JDF	Follow up on comments to the APA. Reviewed and responded to multiple emails regarding the same. Telephone conference regarding the same.	0.40	\$352.00
01/25/21	MAH	Lengthy work on sale issues.	3.70	\$3,145.00
01/26/21	MAH	Work on sale issues.	0.90	\$765.00
01/27/21	JDF	Telephone conference with Marcus Helt. Began review of Sale and Bid Procedures to ensure consistency with draft APA. Reviewed and responded to emails regarding the same.	1.20	\$1,056.00
01/27/21	TCS	Email exchange with lender's counsel regarding sale issues (.2); attention to status of same (.2); receive and review updates on 363 sale process (.4).	0.80	\$540.00
01/28/21	JDF	Further reviewed Sale and Bid Procedures. Revised and sent APA regarding the same. Reviewed and responded to emails.	1.60	\$1,408.00
01/28/21	MAH	Work on sale issues.	2.70	\$2,295.00
01/28/21	TCS	Receive and review updated asset purchase agreement (.4); confer with M. Helt and J. Ferguson regarding same (.3); email exchange with stalking horse counsel regarding same (.2).	0.90	\$607.50
01/29/21	TCS	Telephone conversation with lender's counsel regarding 363 sale process and bid analysis.	0.40	\$270.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50197047

Page 15

Foley & Lardner LLP

April 19, 2021

01/30/21	MAH	Lengthy work on sale issues.	2.40	\$2,040.00
----------	-----	------------------------------	------	------------

Task Total:	137.10	\$107,063.50
-------------	--------	--------------

B140 - Relief from Stay/Adequate Protection Proceedings

12/22/20	MAH	Lengthy work/communications with litigation counsel on automatic stay and suggestions of BK.	0.60	\$510.00
----------	-----	--	------	----------

01/11/21	TCS	Email exchange with E. Haynes regarding potential stay violation by former employee; confer with client team regarding strategic response to same.	0.40	\$270.00
----------	-----	--	------	----------

01/19/21	SJ	Review and analyze possible violations of the automatic stay and provide findings to T. Scannell regarding same (0.8).	0.80	\$312.00
----------	----	--	------	----------

Task Total:	1.80	\$1,092.00
-------------	------	------------

B150 - Meetings of and Communications with Creditors

01/07/21	TCS	Serve written response to creditor demanding payment.	0.40	\$270.00
----------	-----	---	------	----------

01/19/21	TCS	Respond to multitude of email and telephone communications with creditors and parties in interest to bankruptcy case.	0.40	\$270.00
----------	-----	---	------	----------

01/20/21	TCS	Attend to communications with creditors and parties in interest (.2); respond to inquiries from same (.2).	0.40	\$270.00
----------	-----	--	------	----------

01/21/21	TCS	Respond to creditor inquiries.	0.60	\$405.00
----------	-----	--------------------------------	------	----------

01/22/21	TCS	Respond to creditor and party in interest inquiries.	0.30	\$202.50
----------	-----	--	------	----------

01/24/21	MAH	Prepare for and participate in lengthy call with proposed UCC counsel on case issues.	1.30	\$1,105.00
----------	-----	---	------	------------

01/25/21	TCS	Respond to creditor inquiries (.4); email exchange with equity security holder regarding dispute (.3).	0.70	\$472.50
----------	-----	--	------	----------

01/26/21	TCS	Respond to creditor inquiries (.3); email exchange with equity security holder regarding fiduciary duty issues (.4); analyze fiduciary duties of equity security holders (1.1); evaluate terms of operating agreement regarding non-compete obligations of equity security holders (.6).	2.40	\$1,620.00
----------	-----	--	------	------------

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50197047

Page 16

Foley & Lardner LLP

April 19, 2021

01/28/21	TCS	Prepare for 341 meeting of creditors (2.5); review schedules and statements in connection with same (3.5); confer with E. Toth regarding same (.7).	6.70	\$4,522.50
01/29/21	SJ	Prepare materials for 341 meeting (0.7); Attend 341 creditor meeting (1.2).	1.90	\$741.00
01/29/21	TCS	Appear at 341 meeting of creditors on behalf of debtors in possession.	1.40	\$945.00
01/29/21	TCS	Respond to creditor inquiries following 341 meeting of creditors (.8); multitude of emails and telephone conversations with counsel to creditors in connection with same (.6); review supplemental materials provided by creditors in connection with same (.3).	1.70	\$1,147.50
Task Total:			18.20	\$11,971.00

B160 - Fee/Employment Applications

01/06/21	SJ	Various communications with Stretto, Larx, and Foley team regarding required materials for employment applications (1.3); Draft and prepare Stretto employment application, order, and declaration (3.6); Begin to draft and prepare Foley and Larx employment applications, orders, declarations, and accompanying exhibits (1.6).	6.50	\$2,535.00
01/07/21	SJ	Finalize Stretto employment application, declaration, order, and exhibits and send same to T. Scannell for review (0.9); Various communications with E. Toth and Larx team regarding materials and information for employment application (1.2); Continue to draft and prepare Larx employment application, order, declaration, and exhibits (3.5).	5.60	\$2,184.00
01/08/21	SJ	Continue to draft, prepare, and finalize Larx employment application, order, declaration, and exhibits (2.1); Continue to draft and prepare Foley employment application, order, declaration, and exhibits (2.2).	4.30	\$1,677.00
01/11/21	SJ	Continue to prepare and draft Foley employment application, declaration, and retention order and coordinate with conflicts analysts and other Foley team members regarding preparation of related documents regarding same.	4.70	\$1,833.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50197047

Page 17

Foley & Lardner LLP

April 19, 2021

01/12/21	SJ	Finalize Foley employment application, declaration, and retention order with information from conflicts analysts and billing department and send same to T. Scannell for review.	2.30	\$897.00
01/14/21	SJ	Draft and prepare motion for interim compensation procedures for professionals and accompanying order and send same to T. Scannell for review.	3.40	\$1,326.00
01/20/21	SJ	Revise and edit Foley employment application materials and prepare same for filing.	2.80	\$1,092.00
01/20/21	TCS	Revise, finalize, file and serve employment applications for claims agent, chief restructuring officer and counsel (3.8); email exchange with claims agent regarding same (.3); email exchange with chief restructuring officer regarding same (.3); confer with M. Helt regarding same (.2).	4.60	\$3,105.00
01/27/21	TCS	Prepare, file and serve interim professional compensation procedures motion and proposed order.	2.10	\$1,417.50
Task Total:			36.30	\$16,066.50

B170 - Fee/Employment Objections

12/31/20	SJ	Begin to draft and prepare Foley and Larx drafts of employment applications.	1.20	\$468.00
Task Total:			1.20	\$468.00

B185 - Assumption/Rejection of Leases and Contracts

12/31/20	TCS	Prepare, file and serve motion to reject lease; confer with client team regarding same issues; review leases; email exchange with landlord's counsel regarding same; receive and review request from landlord's counsel for lease negotiations.	5.30	\$3,577.50
01/22/21	TCS	Email exchange with landlord's counsel regarding terms for lease rejection.	0.20	\$135.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50197047

Page 18

Foley & Lardner LLP

April 19, 2021

01/25/21	TCS	Attend to lease rejection issues (.3); telephone and email communications with landlord's counsel (.3); confer with client team regarding same issues (.3).	0.90	\$607.50
----------	-----	---	------	----------

Task Total:	6.40	\$4,320.00
-------------	------	------------

B190 - Other Contested Matters (excluding assumption/rejecti

01/14/21	AE	Work with T. Scannell re: covering hearing on motion for continuance on 1/15.	0.50	\$315.00
----------	----	---	------	----------

01/14/21	SJ	Draft and prepare motion to continue final hearing on first-day motions and accompanying order (1.2); Draft and prepare notice of hearing for same (0.4).	1.60	\$624.00
----------	----	---	------	----------

01/15/21	AE	Prepare for and argue at hearing on motion for continuance (1.4); follow up correspondence and work with S. Jones re: order granting same and ensuring proper NOH (.4).	1.80	\$1,134.00
----------	----	---	------	------------

01/20/21	SJ	Review and analyze objections filed by regulatory claimants, incorporate objections into agenda, and confer with T. Scannell regarding same.	0.70	\$273.00
----------	----	--	------	----------

Task Total:	4.60	\$2,346.00
-------------	------	------------

B210 - Business Operations

12/21/20	SJ	Revise and edit customer obligations motion, order, and exhibits to conform with information acquired from S. Davies and the WV team.	2.90	\$1,131.00
----------	----	---	------	------------

01/22/21	MAH	Work on former-officer issues (.8).	0.80	\$680.00
----------	-----	-------------------------------------	------	----------

01/25/21	MAH	Lengthy work on merchant issues.	2.60	\$2,210.00
----------	-----	----------------------------------	------	------------

01/27/21	ALP	Research regarding fiduciary duties; correspondence with Tom Scannell in connection with same.	0.30	\$160.50
----------	-----	--	------	----------

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50197047

Page 19

Foley & Lardner LLP

April 19, 2021

01/28/21	TCS	Receive and review demand from counsel to utility provider for payment of pre-petition arrears (.4); analyze utilities order and service of process certificates by claims agent (.7); prepare and serve written response to demand letter denying payment and enforcing terms of utility order binding utility company to future services (.6).	1.70	\$1,147.50
----------	-----	--	------	------------

Task Total:	8.30	\$5,329.00
-------------	------	------------

B230 - Financing/cash Collections

12/22/20	SJ	Review, analyze, and compile data-room information for incorporation into first-day cash management / treasury motion, order, and accompanying exhibits (4.3); Conference call with S. Davies and E. Toth regarding cash management system and details regarding organizational cash flow (1.1); Draft and prepare first-day cash management / treasury motion, order, and accompanying exhibits (5.5).	10.90	\$4,251.00
12/23/20	SJ	Continue to draft, prepare, and finalize first-day cash management / treasury motion, order, and accompanying exhibits and send same to T. Scannell for final review and filing.	2.10	\$819.00
12/26/20	MAH	Work on CC issues.	0.70	\$595.00
12/29/20	SJ	Conference call with counsel for MCA regarding cash collateral motion and proposed order.	0.60	\$234.00
01/07/21	MAH	Work on CC / UST issues.	1.40	\$1,190.00
01/09/21	MAH	Work on CC issues.	0.90	\$765.00
01/11/21	MAH	Work with MCA on CC issues.	0.40	\$340.00
01/11/21	TCS	Analyze adequate protection issues and proposed language for final cash collateral order; confer with M. Helt regarding strategic response to same; email and telephone communications with lender's counsel and counsel to taxing authorities regarding same issues.	1.90	\$1,282.50
01/12/21	MAH	Work on CC issues (.7); phone call with MCA's counsel on same (.3).	1.00	\$850.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50197047

Page 20

Foley & Lardner LLP

April 19, 2021

01/14/21	TCS	Review revised second interim cash collateral order (.3); email exchange with lender's counsel regarding same (.1); implement conforming changes and circulate proposed final draft for review (.6); confer with E. Toth regarding updated and amended budget conforming to second interim cash collateral order (.2); receive and review same (.4); publish same to lender's counsel for review (.2); prepare redline of comprehensive changes to first interim order (.1).	1.90	\$1,282.50
01/15/21	TCS	Attend to issues regarding cash management (.3); telephone conference with M. Salitore with US Trustee's office regarding same (.3); confer with E. Toth regarding same issues (4); prepare revisions to proposed final cash management order conforming to US Trustee's requests (1.1).	2.10	\$1,417.50
01/17/21	TCS	Receive and review updated cash collateral budget (.6); confer with E. Toth and S. Davies regarding updated revisions to same (.3).	0.90	\$607.50
01/18/21	TCS	Revise cash collateral order (.3); publish revised order clean and marked to lender, US Trustee and taxing authorities (.2); confer with E. Toth regarding same (.2).	0.70	\$472.50
01/18/21	TCS	Attend to cash management issues (.2); implement additional revisions to proposed final cash management order (.3); publish revised draft to E. Toth for approval (.1); email exchange with M. Salitore regarding status of same (.1).	0.70	\$472.50
01/19/21	TCS	Attend to issues regarding cash collateral and cash management (.8); negotiations with secured lender regarding cash collateral issues (.3); negotiations with United States Trustee's office regarding cash management issues (.2); receive and review revised budget (.4); confer with lender's counsel and M. Salitore regarding revised budget (.2); prepare for hearings on cash collateral and cash management motions (1.2).	2.70	\$1,822.50
01/22/21	TCS	Attend to issues regarding bank compliance with cash management order (.1); email exchange with E. Toth regarding same (.1).	0.20	\$135.00
01/22/21	TCS	Revise and finalize second interim cash collateral order conforming to court's ruling (.4); coordinate upload of same for entry (.2).	0.60	\$405.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50197047

Page 21

Foley & Lardner LLP

April 19, 2021

01/25/21	TCS	Attend to inquiries from E. Toth regarding cash management (.2); confer with E. Toth regarding same issues (.2).	0.40	\$270.00
01/28/21	TCS	Receive and review final order granting cash management (.2); prepare and serve written demand on Evolve Bank for compliance with same (.4).	0.60	\$405.00
Task Total:			30.70	\$17,616.50

B320 - Plan and Disclosure Statement including Business Plan

12/27/20	MAH	Phone call with counsel for plan sponsor (.3); prepare c-11 plan outline (.5).	0.80	\$680.00
01/04/21	MAH	Lengthy work on c-11 sale/restructuring process.	5.70	\$4,845.00
01/06/21	MAH	Lengthy work on c-11 plan.	1.70	\$1,445.00
01/07/21	MAH	Work on c-11 plan issues/options (1.9); analyze term sheets (.9).	2.80	\$2,380.00
01/21/21	MAH	Work on c-11 plan / sale issues (3.7); lengthy calls/discussions regarding same and other related issues (1.9).	5.60	\$4,760.00
Task Total:			16.60	\$14,110.00

B440 - Adverse Proceedings

01/22/21	TCS	Attend to issues regarding Seacret investigation.	0.30	\$202.50
01/26/21	TCS	Attend to Seacret investigation (.3); email exchange with M. Poates and client team regarding same (.2); review materials provided (.4).	0.90	\$607.50
Task Total:			1.20	\$810.00

Services Total: 502.20 \$320,404.50

Professional Services Summary

Service Provider	Initials	Title	Hours	Rate	Amount
Austin L. Poynter	ALP	Associate	0.30	\$535.00	\$160.50
Stephen Jones	SJ	Associate	161.90	\$390.00	\$63,141.00
Sean Gasser	SG	Other	4.30	\$180.00	\$774.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50197047

Page 22

Foley & Lardner LLP

April 19, 2021

Jane D. Fergason	JDF	Partner	35.00	\$880.00	\$30,800.00
Marcus A. Helt	MAH	Partner	126.40	\$850.00	\$107,440.00
Robert T. Slovak	RTS	Partner	2.80	\$750.00	\$2,100.00
Steven C. Lockhart	SCL	Partner	5.50	\$735.00	\$4,042.50
Thomas Charles Scannell	TCS	Senior Counsel	163.70	\$675.00	\$110,497.50
C. Ashley Ellis	AE	Special Counsel	2.30	\$630.00	\$1,449.00
Totals			502.20		\$320,404.50

Expenses Incurred

Description	Amount
Document Retrieval	\$9.20
Meals	\$193.80
Other Fees	\$10,428.00
Shipping Charges	\$203.07
Transcripts	\$212.97
Westlaw	\$108.10
Expenses Incurred Total	\$11,155.14

Certain services and expenses, which involve payments made to third parties, include an additional charge based upon our internal costs with respect to those services and expenses.



FOLEY & LARDNER LLP
2021 MCKINNEY AVENUE
SUITE 1600
DALLAS, TEXAS 75201
TELEPHONE (214) 999-3000
FACSIMILE (214) 999-4667
WWW.FOLEY.COM

WorldVentures Holdings LLC
Submit to Serengeti * do not mail
include cost backup & pdf copy of invoice
Plano, TX 75024

Date: April 19, 2021
Invoice No.: 50197047
Our Ref. No.: 636264-0021

Remittance Advice

Outstanding Invoices:

04/19/21 - 50197046	\$598,043.55
---------------------	--------------

<i>Prior Outstanding Balance:</i>	<hr/> \$598,043.55
-----------------------------------	--------------------

Current Invoice:

04/19/21 - 50197047	\$331,559.64
---------------------	--------------

Total Amount Due:	<hr/> \$929,603.19
--------------------------	---------------------------

Please mail check payments to:

Foley & Lardner LLP
P.O. Box 78470
Milwaukee, WI 53278-8470

Foley & Lardner LLP's preferred payment method is ACH
(CTX or CCD+ transmission) with invoice number(s)
included in the addenda of the ACH.

Please send electronic payment remittance advice and
questions to accountsreceivable@foley.com.

Foley & Lardner LLP
U.S. Bank, NA
777 E. Wisconsin Ave.
Milwaukee, WI 53202
ABA No.: 075000022
Acct No.: 112031389
Swift Code: USBKUS44IMT
(foreign wires only)

Marcus A. Helt (TX 24052187)
Thomas C. Scannell (TX 24070559)
Stephen A. Jones (TX 24101270)
FOLEY & LARDNER LLP
2021 McKinney Avenue, Suite 1600
Dallas, Texas 75201
Telephone: (214) 999-3000
Facsimile: (214) 999-4667
mhelt@foley.com
tscannell@foley.com
sajones@foley.com

**COUNSEL FOR THE DEBTORS
AND DEBTORS-IN-POSSESSION**

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF TEXAS
SHERMAN DIVISION**

In re:	§ Chapter 11
	§
SPHERATURE INVESTMENTS LLC,	§ Case No.: 20-42492
<i>et al.</i>	§
	§
Debtors.¹	§ Jointly Administered

**MONTHLY FEE STATEMENTS OF FOLEY & LARDNER LLP
FOR COMPENSATION FOR SERVICES AND REIMBURSEMENT OF EXPENSES
AS COUNSEL TO THE DEBTORS FOR THE PERIOD OF
FEBRUARY 1, 2021 TO FEBRUARY 28, 2021**

On March 1, 2021, the Honorable Brenda T. Rhoades, Chief Bankruptcy Judge for the United States Bankruptcy Court for the Eastern District of Texas (the “**Court**”) entered an *Amended Order Granting Motion for Administrative Order Under Bankruptcy Code Sections 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (the “**Interim Compensation Order**”) [Docket No. 153]. Pursuant to the Interim Compensation Order, Foley & Lardner LLP (“**Foley**”), counsel for Spherature

¹ The “**Debtors**” in the above-captioned jointly administered chapter 11 bankruptcy cases (“**Cases**”) are: Spherature Investments LLC EIN#5471; Rovia, LLC EIN#7705; WorldVentures Marketing Holdings, LLC EIN#3846; WorldVentures Marketplace, LLC EIN#6264; WorldVentures Marketing, LLC EIN#3255; WorldVentures Services, LLC EIN#2220.

**MONTHLY FEE STATEMENTS OF FOLEY & LARDNER LLP FOR COMPENSATION FOR SERVICES
AND REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE DEBTORS FOR THE PERIOD OF
FEBRUARY 1, 2021 TO FEBRUARY 28, 2021**

Investments LLC (“**Spherature**”), together with its affiliates identified herein, as debtors and debtors-in-possession (collectively, the “**Debtors**”), submits these monthly fee statements for services rendered and expense incurred for the periods of February 1, 2021 to February 28, 2021 (the “**Statement Periods**”).

I. Itemization of Services Rendered by Foley:

A. The following is a list of individuals and their respective titles that provided services during the Statement Period. It includes information regarding their respective billing rate and the total number of hours spent by each individual providing services during the Statement Period for which Foley seeks compensation.

SUMMARY

Service Provider	Title	Hours	Rate	Amount
Aaron E. Chibli	Associate	177.10	\$635.00	\$112,458.50
Abigail K. Drake	Associate	4.20	\$535.00	\$2,247.00
Brandon C. Marx	Associate	20.90	\$635.00	\$13,271.50
Brantley Smith	Associate	14.00	\$470.00	\$6,580.00
Emily F. Shanks	Associate	154.50	\$475.00	\$73,387.50
Stephen A. Jones	Associate	147.60	\$440.00	\$64,944.00
Melissa A. Huff	Litigation Support Project Manager	2.40	\$350.00	\$840.00
Stacy R. Obenhaus	Of Counsel	0.70	\$830.00	\$581.00
Sean Gasser	Other	5.30	\$215.00	\$1,139.50
Nita J. Overton	Paralegal	0.80	\$330.00	\$264.00
Tanya C. Durham	Paralegal	20.50	\$305.00	\$6,252.50
Jane D. Ferguson	Partner	15.70	\$880.00	\$13,816.00
Marcus A. Helt	Partner	102.00	\$915.00	\$93,330.00
Robert T. Slovak	Partner	107.30	\$810.00	\$86,913.00
Steven C. Lockhart	Partner	102.20	\$805.00	\$82,271.00
Thomas Charles Scannell	Partner	45.50	\$725.00	\$32,987.50
Terrell Miller	Partner	0.40	\$810.00	\$324.00
Totals		921.10		\$591,607.00

MONTHLY FEE STATEMENTS OF FOLEY & LARDNER LLP FOR COMPENSATION FOR SERVICES AND REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE DEBTORS FOR THE PERIOD OF FEBRUARY 1, 2021 TO FEBRUARY 28, 2021

B. The time records of Foley consisting of a daily breakdown of the time spent by each person on each day, and detail as to the disbursements incurred are attached as **Exhibit A** to this Statement.

II. Itemization of Services Rendered and Disbursements Incurred by Category

A. The following itemization presents the services rendered by Foley by Task Codes, and provides a summary of disbursements incurred by code of disbursement.

1. Services Rendered

The following services were rendered in the following Task Codes:

Task Code	Task Description	Hours	Amount
B110	B110 - Case Administration	47.20	24,722.50
B120	B120 - Asset Analysis and Recovery	98.70	75,085.00
B130	B130 - Asset Disposition	58.20	51,612.50
B150	B150 - Meetings of and Communications with Creditors	31.70	19,838.00
B160	B160 - Fee/Employment Applications	11.10	5,112.00
B185	B185 - Assumption/Rejection of Leases and Contracts	36.80	21,008.50
B190	B190 - Other Contested Matters (excluding assumption/rejection motions)	1.40	616.00
B210	B210 - Business Operations	3.70	3,385.50
B230	B230 - Financing/Cash Collections	11.90	8,570.50
B260	B260 - Board of Directors Matters	1.70	1,555.50
B320	B320 - Plan and Disclosure Statement (including Business Plan)	25.50	12,930.00
B440	B440 - Adverse Proceedings	593.20	367,171.00
Totals		921.10	\$591,607.00

A detailed itemization of the services rendered in each of the Task Codes is set forth in

Exhibit A.

MONTHLY FEE STATEMENTS OF FOLEY & LARDNER LLP FOR COMPENSATION FOR SERVICES AND REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE DEBTORS FOR THE PERIOD OF FEBRUARY 1, 2021 TO FEBRUARY 28, 2021

2. Disbursements Incurred

The disbursements incurred by Foley for this Statement are as follows:

Description	Amount
Depositions / Transcripts, Exams	\$109.00
Litigation Services - Hosting	\$200.00
Meals	\$46.55
Other Fees	\$350.00
Service Fees	\$592.00
Shipping Charges	\$52.70
Westlaw	\$5,086.30
Expenses Incurred Total	\$6,436.55

3. Accordingly, the amount of compensation and expenses payable for this Statement Period is \$479,722.15 which is calculated as follows:

Total Fees for Services Rendered During Statement Period	\$591,607.00
Twenty Percent (20%) Holdback	- \$118,321.40
Fees Minus Holdback	\$473,285.60
Costs (100%)	+ \$6,436.55
TOTAL	\$479,722.15

WHEREFORE, pursuant to the Interim Compensation Order, Foley respectfully requests payment of (1) \$473,285.60 (80% of \$591,607.00) on account of on account of actual, reasonable, and necessary professional services rendered to the Debtors by Foley and (2) reimbursement of actual and necessary costs and expenses in the amount of \$6,436.55 incurred by Foley of behalf of the Debtors, for a total reimbursement request of \$479,722.15.

MONTHLY FEE STATEMENTS OF FOLEY & LARDNER LLP FOR COMPENSATION FOR SERVICES AND REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE DEBTORS FOR THE PERIOD OF FEBRUARY 1, 2021 TO FEBRUARY 28, 2021

DATED: April 20, 2021

Respectfully submitted:

/s/ Marcus A. Helt

Marcus A. Helt (TX 24052187)

Thomas C. Scannell (TX 24070559)

Stephen A. Jones (TX 24101270)

FOLEY & LARDNER LLP

2021 McKinney Avenue

Suite 1600

Dallas, Texas 75201

Telephone: (214) 999-3000

Facsimile: (214) 999-4667

mhelt@foley.com

tscannell@foley.com

sajones@foley.com

**COUNSEL FOR THE DEBTORS
AND DEBTORS-IN-POSSESSION**

CERTIFICATE OF SERVICE

I hereby certify that, in accordance with the *Amended Order Granting Motion for Administrative Order Under Bankruptcy Code Sections 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expense of Professionals* [Docket No. 153], a true and correct copy of the foregoing document was served electronically, via email, on the following Notice Parties: Counsel for the Official Committee of Unsecured Creditors, the Office of the United States Trustee for the Eastern District of Texas, and Counsel for the Debtors' secured lenders.

/s/ Stephen A. Jones

Stephen A. Jones

**MONTHLY FEE STATEMENTS OF FOLEY & LARDNER LLP FOR COMPENSATION FOR SERVICES
AND REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE DEBTORS FOR THE PERIOD OF
FEBRUARY 1, 2021 TO FEBRUARY 28, 2021**

PAGE 5

EXHIBIT A

**MONTHLY FEE STATEMENTS OF FOLEY & LARDNER LLP FOR COMPENSATION FOR SERVICES
AND REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE DEBTORS FOR THE PERIOD OF
FEBRUARY 1, 2021 TO FEBRUARY 28, 2021**

PAGE 6



FOLEY & LARDNER LLP
2021 MCKINNEY AVENUE
SUITE 1600
DALLAS, TEXAS 75201
TELEPHONE (214) 999-3000
FACSIMILE (214) 999-4667
WWW.FOLEY.COM

WorldVentures Holdings LLC
Submit to Serengeti * do not mail
include cost backup & pdf copy of invoice
Plano, TX 75024

Date: April 19, 2021
Our Ref. No.: 636264-0021

Statement of Account

Outstanding Invoices:

Date	Invoice No.	Amount	Credits	Balance
04/19/2021	50197047	\$331,559.64	\$0.00	\$331,559.64
Total Balance Outstanding:				\$331,559.64

Current Invoice:

Date	Invoice No.	Amount	Credits	Balance
04/19/2021	50197046	\$598,043.55	\$0.00	\$598,043.55
Total Amount Due:				\$929,603.19

Please reference your account number 636264-0021 and your invoice number 50197046 with your remittance payable to Foley & Lardner LLP. Payment is due promptly upon receipt of our invoice.

Federal Employer Number:
39-0473800



FOLEY & LARDNER LLP
2021 MCKINNEY AVENUE
SUITE 1600
DALLAS, TEXAS 75201
TELEPHONE (214) 999-3000
FACSIMILE (214) 999-4667
WWW.FOLEY.COM

WorldVentures Holdings LLC
Submit to Serengeti * do not mail
include cost backup & pdf copy of invoice
Plano, TX 75024

Date: April 19, 2021
Invoice No.: 50197046
Our Ref. No.: 636264-0021

Services through February 28, 2021

Amount due for professional services rendered regarding Post-Petition	\$591,607.00
--	--------------

Total Expenses:	\$6,436.55
-----------------	------------

Amount Due:	\$598,043.55
--------------------	---------------------

Please reference your account number 636264-0021 and your invoice
number 50197046 with your remittance payable to Foley & Lardner LLP.
Payment is due promptly upon receipt of our invoice.

Federal Employer Number:
39-0473800

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50197046

Page 2

Foley & Lardner LLP

April 19, 2021

Professional Services Detail

B110 - Case Administration

02/01/21	MAH	Review/analyze schedules and related documents / issues.	2.90	\$2,653.50
02/02/21	TCS	Attend to multitude of case administration issues (2.5); confer with client team regarding customer reimbursement request (.4); email exchange with counsel regarding same (.2); confer with client team regarding N. Lieberman issues (.7).	3.60	\$2,610.00
02/04/21	TCS	Confer with E. Toth and S. Davies regarding amendments to schedules and statements.	0.90	\$652.50
02/05/21	MAH	Lengthy work on schedules amendments.	0.40	\$366.00
02/08/21	SJ	Finalize drafts of electronic filing declarations and meet with E. Toth for signature of same (0.6); Review and edit draft of letter to court clerk's office for inclusion with declarations (0.3); Communications with court clerk regarding receipt of declarations and compliance with the Court's order (0.3).	1.20	\$528.00
02/10/21	SJ	Draft and prepare responses to various noticed party inquiries regarding their receipt of notice in the cases.	0.30	\$132.00
02/11/21	SJ	Continue to review and compile information for disclosure to UCC counsel.	2.10	\$924.00
02/15/21	SJ	Communications with courtroom deputy regarding hearing on cash collateral and lease rejection motions and filing of proposed orders for same.	0.50	\$220.00
02/17/21	SJ	Communications with Stretto team regarding recent filings and service of same.	0.30	\$132.00
02/18/21	SJ	Communications with E. Toth and C. Mayer regarding monthly operating reports and amended SOALs and SOFAs.	0.70	\$308.00
02/19/21	SJ	Draft and prepare notice of hearing and communications with T. Scannell and courtroom deputy regarding same.	1.10	\$484.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50197046

Page 3

Foley & Lardner LLP

April 19, 2021

02/19/21	SJ	Review and analyze amendments to SOFAs and SOALs (1.6); Communications with Larx and Spherature team regarding same (0.7); Draft and prepare accompanying documents for amended SOFAs and SOALs (0.6); Communications with Stretto regarding service of recent filings (0.2).	3.10	\$1,364.00
02/22/21	MAH	Work on sale issues.	1.40	\$1,281.00
02/22/21	SJ	Extensive communications with Larx and Spherature team regarding preparation of monthly operating reports (1.6); Review MORs and bank statements, redact sensitive information, prepare package of redacted documents for disclosure to UST's office, and file December 20 and January 21 MORs (5.9).	7.50	\$3,300.00
02/22/21	SJ	Draft and prepare responses to various noticed party inquiries regarding their receipt of notice in the cases.	0.40	\$176.00
02/22/21	TCS	Attend to issues regarding monthly operating reports (.4); confer with client team regarding same (.4).	0.80	\$580.00
02/23/21	SJ	Various communications with T. Scannell, E. Toth, and S. Baker regarding issues related to December 20 and January 21 MORs (0.9); Meeting with S. Baker and E. Toth regarding same (0.7).	1.60	\$704.00
02/23/21	SJ	Draft and prepare motion to continue hearing, agreed proposed order, and amended notice of hearing (2.3); Communications with the courtroom deputy regarding scheduling of hearing (0.3); Various communications with counsel for interested parties concerning consensus to hearing date and agreement on extension of deadlines (0.6).	3.20	\$1,408.00
02/23/21	TCS	Attend to issues regarding monthly operating reports (.3); email exchange with US Trustee regarding same (.2); coordinate resolution of same with E. Toth (.2).	0.70	\$507.50
02/24/21	SJ	Communications with T. Scannell and courtroom deputy regarding motion to continue March 2 hearing.	0.40	\$176.00
02/24/21	SJ	Finalize draft of amended notice of hearing on bid procedures and cash collateral.	0.60	\$264.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50197046

Page 4

Foley & Lardner LLP

April 19, 2021

02/24/21	SJ	Extensive communications with Stretto, Larx, and Spherature team regarding amendments to SOFAs and SOALs (0.7); Review amendments to same (0.9).	1.70	\$748.00
02/24/21	TCS	Attend to multitude of case administration issues including US Trustee quarterly fees, evacuation of rental space and continuance of March 2 settings.	0.80	\$580.00
02/25/21	SJ	Continue to draft and prepare global notes and explanation of changes for amended SOFAs and SOALs (0.8); Continue to review amendments to SOFAs and SOALs (1.9); Communications with Larx and Spherature team regarding amendments to SOFAs and SOALs (0.5).	3.20	\$1,408.00
02/25/21	SJ	Extensive communications with Stretto, Larx, and Spherature team regarding amendments to SOFAs and SOALs (1.2); Communications with Stretto regarding service of documents and other issues related to docket (0.5).	1.00	\$440.00
02/25/21	SJ	Communications with courtroom deputy regarding docket updates and claims agent retention (0.4); Communications with UCC counsel, Larx, Stretto, and Foley team regarding court orders and docket updates (0.8); Draft, prepare, and file notice of claims agent appointment in each case (2.6).	3.80	\$1,672.00
02/26/21	MAHU	FLAT FEE TIME: World Ventures re Post-Petition / 636264-0021 ().	2.40	\$840.00
02/26/21	SJ	Review amendments to SOFAs and SOALs.	0.30	\$132.00
02/27/21	SJ	Communications with T. Scannell and M. Helt regarding UCC matters.	0.30	\$132.00
Task Total:			47.20	\$24,722.50

B120 - Asset Analysis and Recovery

02/01/21	MAH	Work on litigation issues.	2.70	\$2,470.50
02/01/21	RTS	Review and analysis of agreements, e-mail correspondence videos and social media posts in anticipation of calls with clients and trial team; analysis with Steven Lockhart regarding status of case and recommended courses of action; telephone conference with Eric Haynes, Steven Lockhart and Marcus Helt regarding status of case and recommended courses of action.	2.60	\$2,106.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50197046

Page 5

Foley & Lardner LLP

April 19, 2021

02/01/21	SCL	Analyze Seacrets and World Ventures transaction documents and communications, and potential claims against Seacrets (3.6); call with Eric Haynes regarding same (1.3).	4.90	\$3,944.50
02/01/21	SJ	Draft and prepare rule 2004 examination and request for production motion and proposed order (3.2); Draft and prepare topic list for rule 2004 examination and requests for production (0.8); Draft and prepare definition list for requests for production (1.9); Draft and prepare requests for production (1.2).	7.10	\$3,124.00
02/01/21	SJ	Continue reviewing and analyzing materials regarding potential litigation.	1.60	\$704.00
02/01/21	TCS	Attend to issues regarding Rule 2004 examination for Seacret investigation.	0.80	\$580.00
02/02/21	MAH	Prepare for and participate in litigation calls (1.3); follow-up call with GC regarding litigation and related issues (.4).	1.70	\$1,555.50
02/02/21	RTS	Review and analysis of agreements, emails, videos and other background documents; analysis with trial team regarding strategy for potential injunctive and other relief; telephone conference with clients and trial team regarding case strategy; draft outline of potential case strategy and task list.	2.00	\$1,620.00
02/02/21	SCL	Analyze Seacrets and World Ventures transaction documents and communications, and potential claims against Seacrets (1.3); call with Eric Haynes regarding same (1.1).	2.40	\$1,932.00
02/02/21	TCD	Review multiple emails from Rob Slovak forwarding various case-related materials, including client documents, attorney notes and research, and organize same into electronic files.	0.10	\$30.50
02/03/21	AEC	Strategy discussions with Rob Slovak regarding case background and relevant events, impending adversary proceedings, and immediate action items (.9); review and analyze relevant communications and bankruptcy filings, and discussions with Stephen Jones regarding same (.9).	1.80	\$1,143.00
02/03/21	EFS	Discuss lawsuit and application for temporary restraining order against Eddie head with S. Jones and R. Slovak and begin analyzing background of case for potential adversary proceeding.	1.90	\$902.50

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50197046

Page 6

Foley & Lardner LLP

April 19, 2021

02/03/21	MAH	Work on litigation issues.	2.20	\$2,013.00
02/03/21	SCL	Analyze Seacrets and World Ventures transaction documents and communications, and potential claims against Seacret, Eddie Head and TopTier (1.6); call with Eric Haynes and Erik Toth regarding same (.5).	2.10	\$1,690.50
02/03/21	SJ	Continue gathering and analyzing materials regarding potential litigation.	1.70	\$748.00
02/03/21	SJ	Call will with A. Chibli regarding strategy and analysis of issues related to potential litigation.	0.50	\$220.00
02/03/21	SJ	Meeting with R. Slovak and E. Shanks to analyze and strategize on issues related to potential litigation.	1.40	\$616.00
02/03/21	TCD	Review all client documents and attorney notes to pull links to videos and articles and create document of same and send same to Rob Slovak; review multiple emails from Rob Slovak forwarding various case-related materials, including client documents, attorney notes, and client communications, and organize same into electronic files.	1.10	\$335.50
02/04/21	SCL	Analyze Seacrets and World Ventures transaction documents and communications, and potential claims against Seacret, Eddie Head and TopTier (1.5).	1.50	\$1,207.50
02/04/21	SJ	Continue gathering and analyzing materials regarding potential litigation.	1.80	\$792.00
02/04/21	SJ	Communications with A. Chibli and E. Shanks regrading analysis of materials related to potential litigation.	0.90	\$396.00
02/05/21	MAH	Work on litigation issues.	2.90	\$2,653.50
02/06/21	MAH	Lengthy work on litigation issues.	3.30	\$3,019.50
02/06/21	RTS	Analysis with Marcus Helt and Steven Lockhart regarding case strategy and development of claims against Seacret. further development of claims against Eddie Head; telephone conference with Eric Haynes and trial team regarding same; review and analysis of key documents, videos and agreements regarding same.	2.30	\$1,863.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50197046

Page 7

Foley & Lardner LLP

April 19, 2021

02/07/21	RTS	Analysis with Eric Haynes and Steven Lockhart regarding additional case fact, strategy for pursuit of claims against Seacret and refinement of claims as against Eddie Head, discovery strategy and other case strategy; review and analysis of notes regarding videos and review and analysis of additional client documents to support claims.	3.40	\$2,754.00
02/07/21	SCL	Review, revise and analyze strategy for complaint and injunctive application.	3.50	\$2,817.50
02/07/21	SCL	Analyze potential claims against Seacret, Eddie Head and TopTier with Eric Haynes and Rob Slovak.	1.10	\$885.50
02/08/21	MAH	Work on litigation issues.	2.40	\$2,196.00
02/08/21	SCL	Analyze potential claims against Seacret, Eddie Head and TopTier including call with Erik Toth, Eric Haynes, Marcus Helt and Rob Slovak regarding same.	1.40	\$1,127.00
02/08/21	TCS	Conference call with client team regarding Seacret investigation and strategic steps to stem business interference.	0.90	\$652.50
02/09/21	RTS	Telephone conference with Eric Haynes and Steven Lockhart regarding strategy with regard to Head lawsuit, potential Seacret claims, cease and desist letter to Grouply and other litigation strategy; analysis with trial team regarding strategy for application for TRO against Head.	1.10	\$891.00
02/09/21	SCL	Analyze solicitation agreement, termination, cease and desist, and demand for confidential information and draft same.	0.80	\$644.00
02/09/21	SCL	Analyze potential claims and case strategy against Seacret, Eddie Head and TopTier including call with Eric Haynes and Rob Slovak regarding same.	1.50	\$1,207.50
02/10/21	MAH	Work on litigation issues.	1.90	\$1,738.50
02/11/21	SCL	Analyze potential claims and case strategy against Seacret, Eddie Head and TopTier including calls with Eric Haynes, Marcus Helt and/or Rob Slovak regarding same.	2.80	\$2,254.00
02/12/21	MAH	Prepare for and participate in litigation call.	2.60	\$2,379.00
02/12/21	SJ	Continue gathering and analyzing materials regarding potential litigation (0.9); Communications with E. Shanks, A. Chibli, R. Slovak, and S. Lockhart regarding same (.07).	1.60	\$704.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50197046

Page 8

Foley & Lardner LLP

April 19, 2021

02/16/21	MAH	Work on litigation issues.	3.20	\$2,928.00
02/17/21	SCL	Review and revise Trask 2004 motion and exhibits (1.2); investigate and interview private investigators (.7).	1.90	\$1,529.50
02/17/21	SJ	Communications with E. Shanks, A. Chibli, R. Slovak, and S. Lockhart regarding potential litigation and issues related to same (0.7).	0.70	\$308.00
02/18/21	MAH	Work on litigation issues.	1.70	\$1,555.50
02/18/21	SCL	Analyze potential claims and case strategy, including supporting evidence, against Seacret, Eddie Head and TopTier including calls with Eric Haynes and/or Rob Slovak regarding same (2.4).	2.40	\$1,932.00
02/18/21	SJ	Communications with A. Chibli regarding issues related to potential litigation.	0.80	\$352.00
02/19/21	SCL	Analyze potential claims and case strategy, including supporting evidence, against Seacret, Eddie Head and TopTier including calls with Eric Haynes and/or Rob Slovak regarding same (1.3).	1.30	\$1,046.50
02/22/21	MAH	Work on litigation issues.	1.80	\$1,647.00
02/23/21	MAH	Lengthy work on Seacret issues.	2.90	\$2,653.50
02/25/21	MAH	Work on Seacret issues.	1.90	\$1,738.50
02/26/21	MAH	Address litigation issues.	1.40	\$1,281.00
02/27/21	MAH	Work on litigation issues .	2.40	\$2,196.00
Task Total:			98.70	\$75,085.00

B130 - Asset Disposition

02/01/21	JDF	Reviewed recent changes to the APA. Follow up on status of revisions. Reviewed and responded to emails regarding the same.	0.30	\$264.00
02/01/21	MAH	Work with CRO on sale issues (.7).	0.70	\$640.50
02/02/21	JDF	Reviewed and responded to emails regarding APA.	0.20	\$176.00
02/02/21	MAH	Lengthy work with CRO on case issues / sale issues.	1.70	\$1,555.50
02/02/21	SJ	Draft and prepare supplemental filings for bid procedures and 363 sale motion.	2.40	\$1,056.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50197046

Page 9

Foley & Lardner LLP

April 19, 2021

02/03/21	MAH	Work on sale issues (.9); phone call with bidder's counsel (.6); attend follow-up call with GC (.7).	2.20	\$2,013.00
02/04/21	JDF	Follow up on email. Telephone conference with Eric Haynes.	0.20	\$176.00
02/04/21	MAH	Lengthy work on sale issues (3.2); multiple calls with CRO and GC on same (.9).	4.10	\$3,751.50
02/08/21	JDF	Began review of changes to the APA. Reviewed and responded to emails regarding the same.	2.40	\$2,112.00
02/08/21	MAH	Call with UCC on sale issues (.3); multiple phone calls with CRO on sale issues (.6).	0.90	\$823.50
02/09/21	JDF	Further reviewed revisions to the Agreement. Compiled, drafted and sent comments.	1.60	\$1,408.00
02/09/21	MAH	Lengthy work on sale issues (6.3); prepare for and participate in UCC call (.6); address follow-up issues with company (.6).	7.50	\$6,862.50
02/10/21	JDF	Reviewed email regarding comments and changes to the APA and status from Eric Toth. Reviewed and responded to emails regarding the same. Reviewed APA regarding the same.	0.60	\$528.00
02/10/21	MAH	Work with CRO on sale issues.	1.70	\$1,555.50
02/11/21	JDF	Reviewed and addressed emails from Erik Toth regarding APA. Follow up on comments regarding the same.	0.60	\$528.00
02/11/21	MAH	Work with CRO on sale issues (2.6); phone call with Seacret's counsel on sale / litigation (.3).	2.90	\$2,653.50
02/12/21	MAH	Work on sale issues.	0.90	\$823.50
02/13/21	MAH	Lengthy work on sales issues (2.9); phone call with CRO on same (.3).	3.20	\$2,928.00
02/15/21	JDF	Follow up on comments to the APA.	0.20	\$176.00
02/15/21	MAH	Lengthy work on restructuring options.	4.30	\$3,934.50
02/17/21	MAH	Work on sale issues/calls.	2.70	\$2,470.50
02/18/21	JDF	Multiple emails regarding comments to documents and business issues raised. reviewed comments from Michael Poates . Reviewed APA current status regarding the same.	1.20	\$1,056.00
02/18/21	MAH	Work on sale issues.	0.90	\$823.50

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50197046

Page 10

Foley & Lardner LLP

April 19, 2021

02/19/21	JDF	Telephone conference with Marcus Helt regarding open matters. Updated and forwarded summary of current items. Began revising APA regarding the same. Forwarded APA with highlighted open provisions. Reviewed and responded to emails regarding the same.	1.90	\$1,672.00
02/19/21	MAH	Work on sale issues/analysis.	1.60	\$1,464.00
02/22/21	JDF	Multiple emails regarding changes and amendments to the APA. Telephone conference with Marcus Helt regarding the same.	0.90	\$792.00
02/23/21	JDF	Telephone conference with Marcus Helt. Drafted and sent proposed changes to the APA and stances on deal points. Multiple emails regarding the same.	1.60	\$1,408.00
02/23/21	MAH	Work on sale issues/timeline/APA.	1.70	\$1,555.50
02/24/21	JDF	Prepared for and attended conference call with Marcus Helt regarding latest comments to the APA. Began revising APA. Telephone conference with Erik Toth, Michael Poates and Marcus Helt regarding changes and comments. Further revised APA regarding additional comments. Multiple emails regarding the same.	0.90	\$792.00
02/24/21	MAH	Work on sale issues.	2.30	\$2,104.50
02/25/21	JDF	Reviewed and responded to multiple emails regarding hearing and result. Reviewed and responded to emails regarding APA. Began compiling list of missing schedules and exhibits.	0.60	\$528.00
02/25/21	MAH	Work on sale issues.	1.40	\$1,281.00
02/26/21	JDF	Reviewed and responded to emails regarding SPA and new changes. Began review of the same.	1.10	\$968.00
02/26/21	MAH	Work on sale issues.	0.80	\$732.00
Task Total:			58.20	\$51,612.50

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50197046

Page 11

Foley & Lardner LLP

April 19, 2021

B150 - Meetings of and Communications with Creditors

02/03/21	MAH	Phone call with UCC counsel regarding case issues (.3); phone call with UCC financial advisor on case issues (.2).	0.50	\$457.50
02/03/21	TCS	Email exchange with Seacret counsel regarding correction of testimony at 341 meeting regarding payments received under co-marketing agreement (.2); confer with E. Toth regarding same (.2).	0.40	\$290.00
02/04/21	TCS	Prepare for continued 341 meeting (1.8); confer with E. Toth regarding testimony for same (.8).	2.60	\$1,885.00
02/05/21	MAH	Prepare for and participate in UCC-professionals call.	0.80	\$732.00
02/05/21	TCS	Email and telephone communications with committee counsel regarding diligence requests and case notes.	0.90	\$652.50
02/05/21	TCS	Appear at continued 341 meeting of creditors.	1.40	\$1,015.00
02/06/21	MAH	Prepare for and participate in UCC call (1.4); address follow-up issues (.7).	2.10	\$1,921.50
02/06/21	TCS	Extensive telephone conference with committee counsel regarding multitude of case issues (.8); attend to follow-up items regarding same (.4); confer with M. Helt regarding same (.2).	1.40	\$1,015.00
02/07/21	TCS	Receive and review committee preliminary diligence document request list.	0.90	\$652.50
02/08/21	TCS	Confer with S. Golden regarding multitude of case issues.	0.80	\$580.00
02/09/21	SJ	Communications with counsel for UCC regarding drafts of proposed orders.	0.30	\$132.00
02/10/21	SJ	Review and compile information for disclosure to UCC counsel.	1.50	\$660.00
02/12/21	SJ	Continue to review and compile information for disclosure to UCC counsel (7.3); Communications with E. Toth, T. Scannell, and UCC counsel regarding same (0.6).	7.90	\$3,476.00
02/16/21	TCS	Call with committee counsel regarding nondisclosure agreement and professional eyes only designation of documents produced.	0.40	\$290.00
02/17/21	MAH	Work on UCC analysis / communication.	1.60	\$1,464.00
02/17/21	SJ	Communications with E. Toth, T. Scannell, and UCC counsel regarding informational disclosures.	0.90	\$396.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50197046

Page 12

Foley & Lardner LLP

April 19, 2021

02/18/21	SJ	Communications with UCC counsel regarding additional data disclosures.	0.30	\$132.00
02/19/21	SJ	Various communications with UCC counsel and Spherature team regarding additional data disclosures.	0.60	\$264.00
02/22/21	TCS	Telephone and email communications with S. Golden regarding case management issues.	0.30	\$217.50
02/23/21	TCS	Telephone conference with committee counsel regarding case issues.	0.40	\$290.00
02/26/21	SJ	Review and analyze UCC information motion and order and review and analyze case law concerning same.	2.90	\$1,276.00
02/27/21	MAH	Prepare for and participate in UCC call.	1.70	\$1,555.50
02/28/21	SJ	Call with S. Golden to discuss matters related to discovery and informational requests (0.8); Communications with T. Scannell and S. Golden regarding same (0.3).	1.10	\$484.00
Task Total:			31.70	\$19,838.00

B160 - Fee/Employment Applications

02/04/21	SJ	Communications with T. Scannell and Foley billing department concerning conflicts checks.	0.60	\$264.00
02/11/21	SJ	Draft and prepare revisions to Larx employment application, order, and accompanying order (3.6); Draft and prepare notice of amended declaration and proposed order and redlines for same (0.5); Communications with E. Toth and T. Scannell regarding same (0.7).	4.80	\$2,112.00
02/17/21	SJ	Analyze and assess UCC's counsel's proposed revisions to interim compensation order and present findings to T. Scannell (0.9); Draft, prepare, and file revisions to interim compensation order, notice of revised proposed order, and redline regarding same (1.4); Communications with T. Scannell and UCC counsel regarding same (0.7).	3.00	\$1,320.00
02/19/21	SJ	Review and analyze UCC counsel and UCC financial advisor employment applications.	1.90	\$836.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50197046

Page 13

Foley & Lardner LLP

April 19, 2021

02/25/21	TCS	Attend to issues regarding employment of Stretto and Foley (.2); email exchange with Judge Rhoades's chambers regarding Stretto application (.2); confer with Stretto regarding strategic response to Court's inquiry (.2); telephone and email communications with Committee counsel regarding Foley application (.2).	0.80	\$580.00
----------	-----	---	------	----------

Task Total: 11.10 \$5,112.00

B185 - Assumption/Rejection of Leases and Contracts

02/01/21	TCS	Attend to landlord issues (.4); email exchange with landlord's counsel regarding lease rejection order (.3); confer with client team regarding strategic response to same (.4).	1.10	\$797.50
----------	-----	---	------	----------

02/02/21	SJ	Research and analyze case law concerning timing of lease rejection and classification of lessor's claims for post-petition pre-rejection rental payments.	3.20	\$1,408.00
----------	----	---	------	------------

02/02/21	TCS	Telephone and email negotiations with landlord on rejection effective date and premises surrender issues (.8); instruct research on effective date of rejection and calculation of administrative claim for post-petition rental obligation (.3); prepare motion to reject Seacret solicitation agreement (2.4).	3.70	\$2,682.50
----------	-----	--	------	------------

02/03/21	SJ	Continue researching analyzing case law concerning timing of lease rejection and classification of lessor's claims for post-petition pre-rejection rental payments (2.9); Begin drafting letter brief response concerning timing of lease rejection and amount of administrative claim (1.6).	4.50	\$1,980.00
----------	----	---	------	------------

02/04/21	SJ	Continue drafting letter brief response with applicable case law and statutes concerning timing of lease rejection and amount of administrative claim.	4.40	\$1,936.00
----------	----	--	------	------------

02/04/21	TCS	Investigate nature of material breach by Nancy Lieberman under Ambassador Agreement (.9); receive and review invoices produced by Lieberman counsel (.6); confer with client team regarding same (.7); analyze terms of Ambassador Agreement (.8); prepare notice of termination of Ambassador Agreement (.9).	3.90	\$2,827.50
----------	-----	--	------	------------

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50197046

Page 14

Foley & Lardner LLP

April 19, 2021

02/05/21	SJ	Finalize draft of letter brief response concerning timing of lease rejection and amount of administrative claim and send same to T. Scannell for review.	3.80	\$1,672.00
02/05/21	TCS	Negotiations with landlord's counsel regarding order rejecting lease.	0.80	\$580.00
02/08/21	TCS	Analyze request from Jim Menge to be released from non-compete agreement (.3); confer with client team regarding strategic response to same (.3).	0.60	\$435.00
02/08/21	TCS	Attend to landlord issues (.3); confer with landlord's counsel (.3); confer with M. Poates regarding removal of Wells Fargo equipment (.2); email exchange with Wells Fargo representative regarding contact person to coordinate removal (.1).	0.90	\$652.50
02/09/21	TCS	Attend to lease rejection issues (.3); email exchange with landlord's counsel regarding post-petition lease obligations and removal of abandoned property from the space (.2); confer with client team regarding same issues (.4).	0.90	\$652.50
02/10/21	TCS	Attend to lease rejection issues (.6); confer with client team regarding same (.7); negotiations with landlord's counsel (.4).	1.70	\$1,232.50
02/11/21	TCS	Attend to lease rejection issues (.4); negotiations with landlord regarding same (.7); confer with client team regarding same (.2).	1.30	\$942.50
02/12/21	TCS	Attend to lease rejection issues (.4); receive and review comments from landlord (.2); implement same into proposed order (.2).	0.80	\$580.00
02/15/21	SJ	Draft, prepare, and file revisions to lease rejection order, notice of revised proposed order, and redline regarding same (1.2); Communications with T. Scannell and lessors regarding same (0.5).	1.70	\$748.00
02/17/21	TCS	Attend to landlord-tenant issues and removal of personal property (.4); email exchange with client team regarding same (.2).	0.60	\$435.00
02/22/21	SJ	Draft and prepare stipulation and agreed proposed order regarding extension of Debtors' deadline to vacate leased properties.	2.30	\$1,012.00
02/22/21	TCS	Attend to landlord issues (.2); confer with client team regarding same (.2); attention to communications with landlord's leasing broker regarding inspection of premises (.2).	0.60	\$435.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50197046

Page 15

Foley & Lardner LLP

April 19, 2021

Task Total: 36.80 \$21,008.50

B190 - Other Contested Matters (excluding assumption/rejecti

02/02/21	SJ	Revise and finalize 2004 motion, exhibits, and order.	1.40	\$616.00
----------	----	---	------	----------

Task Total: 1.40 \$616.00

B210 - Business Operations

02/19/21	MAH	Lengthy work on LSA issues.	2.80	\$2,562.00
----------	-----	-----------------------------	------	------------

02/26/21	MAH	Lengthy work on LSA issues.	0.90	\$823.50
----------	-----	-----------------------------	------	----------

Task Total: 3.70 \$3,385.50

B230 - Financing/cash Collections

02/09/21	TCS	Receive and review proposed comments to cash management order (.4); confer with E. Toth regarding same (.3); email exchange with Committee counsel regarding same (.2).	0.90	\$652.50
----------	-----	---	------	----------

02/09/21	TCS	Attend to cash collateral issues (.2); telephone conference with secured lender regarding cash collateral hearing and order (.3); telephone conference with committee counsel regarding same (.2).	0.70	\$507.50
----------	-----	--	------	----------

02/10/21	TCS	Attend to cash collateral issues (.3); review committee comments to proposed third interim cash collateral order (.6); email exchange with committee counsel regarding same (.2); email exchange with lender's counsel regarding same (.2).	1.30	\$942.50
----------	-----	---	------	----------

02/11/21	MAH	Work on cash-collateral issues (.8).	0.80	\$732.00
----------	-----	--------------------------------------	------	----------

02/11/21	TCS	Attend to cash collateral dispute (.7); negotiations with lender and creditor committee regarding same (.8); analyze updated budget and comments to proposed form of order (.6); prepare witness and exhibit list for hearing on same (.7).	2.80	\$2,030.00
----------	-----	---	------	------------

02/12/21	MAH	Lengthy work on CC issues.	0.70	\$640.50
----------	-----	----------------------------	------	----------

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50197046

Page 16

Foley & Lardner LLP

April 19, 2021

02/12/21	TCS	Attend to cash collateral issues (.3); negotiations with lender and committee regarding terms for third interim cash collateral order (.4); analyze comments to proposed order and budget (.6).	1.30	\$942.50
02/15/21	SJ	Draft, prepare, and file revisions to third interim cash collateral order, notice of revised proposed order, and redline regarding same (1.3); Communications with E. Toth and T. Scannell regarding same (0.5).	1.80	\$792.00
02/25/21	MAH	Work on CC issues.	0.90	\$823.50
02/25/21	TCS	Analyze Committee comments to cash management order (.4); confer with E. Toth regarding strategic response to same (.3).	0.70	\$507.50
Task Total:			11.90	\$8,570.50

B260 - Board of Directors Matters

02/04/21	MAH	Prepare for and participate in board call.	1.70	\$1,555.50
Task Total:			1.70	\$1,555.50

B320 - Plan and Disclosure Statement including Business Plan

02/02/21	MAH	Phone call with CRO on HL issues and c-11 plan issues.	0.70	\$640.50
02/10/21	SJ	Compile and analyze information for inclusion in plan and disclosure statement.	1.20	\$528.00
02/15/21	SJ	Review and analyze issues related to liquidation plan and draft outline regarding same.	2.30	\$1,012.00
02/16/21	MAH	Lengthy work on POR proposal made/discussed by R. Mills.	2.90	\$2,653.50
02/16/21	SJ	Continue to review and analyze issues related to liquidation plan and drafting of outline regarding same (1.9); Pull and analyze comparable liquidation plans for inclusion in outline and draft of plan (2.3); Review and analyze issues related to disclosure statement and begin to draft outline for same (1.9).	6.10	\$2,684.00
02/17/21	SJ	Continue to review and analyze issues related to liquidation plan and disclosure statements and continue drafting outlines regarding same.	2.10	\$924.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50197046

Page 17

Foley & Lardner LLP

April 19, 2021

02/18/21	SJ	Continue to review and analyze issues related to liquidation plan and disclosure statement drafting of documents related to same.	4.10	\$1,804.00
02/19/21	SJ	Continue to review and analyze issues related to liquidation plan and disclosure statement drafting of documents related to same.	0.60	\$264.00
02/23/21	SJ	Draft and prepare motion to extend exclusivity periods to file a plan and solicit support.	4.20	\$1,848.00
02/24/21	SJ	Finalize draft of motion to extend exclusivity period and accompanying order and send same to M. Helt for review.	1.30	\$572.00
Task Total:			25.50	\$12,930.00

B440 - Adverse Proceedings

02/03/21	RTS	Prepare for and attend call with clients and trial team regarding additional background facts and strategy; analysis with Aaron Chibli and Emily Shanks regarding facts, strategy and tasks for preparation of adversary proceeding against Eddie Head, demand to Jenny Trask and Grouply, Rule 2004 examination request of foregoing and document preservation letters; review and analysis of key documents and communications with client regarding same.	3.50	\$2,835.00
02/04/21	AEC	Extensive strategy discussions with Rob Slovak, Steven Lockhart, and Emily Shanks regarding upcoming adversarial filings/letters/motions and deadlines relating to same, and prepare action item list regarding same (1.5); extensive review and analysis of case file and bankruptcy proceedings, including relevant agreements at issue, relevant communications, promotional materials and videos (3.2); research and analyze noncompete, non-solicitation and nondisclosure issues under Texas law, including cases granting injunctive relief for analogous issues (2.5); prepare drafts of litigation hold letters (1.2).	8.40	\$5,334.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50197046

Page 18

Foley & Lardner LLP

April 19, 2021

02/04/21	EFS	Research and analyze client contracts and facts in preparation for drafting complaint and application for temporary restraining order against Eddie Head, include analysis of videos relating to Seacret's travel program (5.0); research and analyze case law and legal standards in preparation for drafting temporary restraining order (3.0); research and analyze claims against Eddie Head in complaint and begin preparing complaint (1.5); attention to issues incident to filing complaint and TRO and correspond with litigation team regarding the same (.7).	10.20	\$4,845.00
02/04/21	TCD	Attention to email from Rob Slovak forwarding materials relating to Eddie Head, and organize same into electronic files.	0.10	\$30.50
02/05/21	AEC	Strategy conference call and discussions with Steven Lockhart, Rob Slovak, and Emily Shanks regarding action items and upcoming deadlines (1.4); prepare litigation and document preservation hold letters and a draft of Rule 2004 motion, incorporating Rob Slovak's and Steven Lockhart's analysis regarding same (3.4); discussions and analysis with Sean Gasser regarding background research on Top Tier, Grouply, and Ms. Trask, and review and analyze materials in connection with same; review and revise cease and desist letters (2.3); review and analyze relevant videos, promotional materials, and relevant communications in case file (1.8).	8.90	\$5,651.50
02/05/21	EFS	Organize facts supporting complaint and TRO against Head and correspond with Litigation team regarding the same.	1.00	\$475.00
02/05/21	EFS	Research and analyze standards of causes of action in complaint against Head and continue drafting complaint against Head for adversary proceeding.	3.20	\$1,520.00
02/05/21	EFS	Conduct research regarding Seacret's new travel program (2.5); research and analyze case law regarding standard for enforcing employment agreements and non-competes (2.0); draft, revise, and edit application for TRO against Head and correspond with A. Chibli regarding the first draft of same (3.5).	8.00	\$3,800.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50197046

Page 19

Foley & Lardner LLP

April 19, 2021

02/05/21	RTS	Analysis with Steven Lockhart regarding strategy for demand to Grouply and claims against Eddie Head; review and analysis of client documents, videos and other background information; analysis with trial team regarding strategy for injunctive petition draft and requested TRO.	3.90	\$3,159.00
02/05/21	RTS	Edit and revise litigation hold letter to various parties; draft cease and desist letter to Grouply and Ginny Trask; edit and revise and incorporate comments from trial team regarding same.	1.40	\$1,134.00
02/05/21	SCL	Analyze Seacrets and World Ventures transaction documents and communications, and potential claims against Seacret, Eddie Head and TopTier including creation of key events summary.	3.90	\$3,139.50
02/05/21	SG	Conducted company research for Top Tier Travel, Grouply Ventures and Kickit Hangouts Inc. Searched entity affiliations for Virginia Trask, and any connection to companies online. Provided corporate information for Seacret Direct LLC (AZ)(A. Chibli).	2.50	\$537.50
02/05/21	TCD	Attention to organization of client documents, research, attorney notes and correspondence; send email to team regarding electronic filing instructions; review multiple emails from Rob Slovak and Aaron Chibli forwarding various case-related materials and organize same into electronic files.	0.90	\$274.50
02/06/21	AEC	Revise cease and desist letters to Grouply, Top Tier, and Trask, and discussions with Rob Slovak regarding same (1.2); review and analyze pending lawsuits involving Top Tier relating to travel packages and Trask, and discussions with Rob Slovak and Steven Lockhart regarding same (.5); strategy discussions with Rob Slovak, Steven Lockhart, and Emily Shanks regarding immediate action items and upcoming deadlines (1.8); update and revise draft of Application for Temporary Restraining Order and Preliminary Injunction, incorporating additional factual allegations, citations to exhibits, and Fifth Circuit/Texas precedent (6.4).	9.90	\$6,286.50

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50197046

Page 20

Foley & Lardner LLP

April 19, 2021

02/06/21	EFS	Continue drafting, revising, and editing complaint in accordance with strategy and discussions with A. Chibli and continue research regarding legal standards on the same; correspond with S. Lockhart and R. Slovak regarding complaint (2.7); revise and edit application for TRO against Head with attention to adding supporting case law and refining relief sought (1.8); begin drafting proposed TRO and analyze issues incident to relief sought against Head pursuant to Rule 65(d) (2.3); begin drafting declaration of WorldVentures' representative in support of application for TRO (1.7); Assist A. Chibli in drafting motion to expedite discovery against Head and Seacret (1.0); correspond with litigation team regarding first drafts of application, TRO, and complaint (.1).	9.60	\$4,560.00
02/06/21	SCL	Analyze and investigate database access and use issues.	1.70	\$1,368.50
02/07/21	EFS	Revise and edit factual allegations and add additional case law to application for TRO against Head (3.5); revise and edit complaint and insert additional factual allegations and with attention to breach of fiduciary duty claim (2.3); continue drafting declaration in support of TRO (.7).	6.50	\$3,087.50
02/07/21	EFS	Call with S. Lockhart, S. Slovak, and A. Chibli regarding application for TRO and Complaint (1.3); call with A. Chibli to assess strategy and tasks for each to ensure no duplication of tasks (.7); conduct further research regarding nuances of bankruptcy in a TRO in a employment law context (2.5).	4.50	\$2,137.50
02/07/21	RTS	Analysis with trial team regarding background facts and strategy with regard to TRO and complaint against Head; edit and revise same.	1.10	\$891.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50197046

Page 21

Foley & Lardner LLP

April 19, 2021

02/08/21	AEC	Review and revise drafts of original complaint and application for temporary restraining order and preliminary injunction, including various strategy discussions and analysis with Rob Slovak, Steven Lockhart and Emily Shanks regarding same (7.2); revise draft of declaration and discuss same with Emily Shanks (1.5); strategy discussions with Rob Slovak and Steven Lockhart regarding Rule 2004 motions and cease and desist letters (.7); review and analyze federal and bankruptcy rules regarding negative notice language and an emergency motion for expedited hearing (.5); prepare motion to expedite discovery and incorporate standard under Fifth Circuit precedent (1.3).	12.20	\$7,747.00
02/08/21	EFS	Draft, revise, and edit motion to expedite discovery against Head and Seacret and requests for production and deposition topics.	1.70	\$807.50
02/08/21	EFS	Continue to revise and edit the TRO application against Head in accordance with S. Lockhart and S. Slovak edits and correspond with them regarding the same (2.8); continue to revise and edit the complaint against Head in accordance with S. Lockhart and S. Slovak edits and correspond with them regarding the same (2.3); correspond with A. Chibli regarding the TRO and declaration in support of application for TRO (2.0); correspond with court regarding potential filing of adversary and application for TRO to obtain hearing date (.2); correspond with litigation team regarding strategy and timing for filing application for TRO and complaint against Head (.6).	7.90	\$3,752.50
02/08/21	RTS	Analysis with trail team regarding strategy and issues related to lawsuit against Head and others; edit and revise Lit hold letters and finalize to send to many parties; finalize and send cease and desist letter to Grouply; exchange correspondence with clients regarding the foregoing; telephone conference with bankruptcy and trial teams regarding strategy for claims against Head and Secret and potential motion to set aside LSA, as well as other strategic issues.	1.20	\$972.00
02/08/21	RTS	Edit and revise TRO and complaint; review and analysis of research regarding same.	5.30	\$4,293.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50197046

Page 22

Foley & Lardner LLP

April 19, 2021

02/08/21	SCL	Review, revise and analyze strategy for complaint and injunctive application and coordinate with trial team regarding same.	2.50	\$2,012.50
02/08/21	SG	Conducted contact research for Kenneth E. Head, aka "Eddie Head" (service of process). (E. Shanks).	0.80	\$172.00
02/08/21	TCD	Attention to multiple emails from Rob Slovak forwarding various case-related materials, including client communications, client documents, videos, attorney notes and research, and organize same into electronic files; finalize cease and desist letters to Virginia Trask and Grouply Ventures and send same via email and certified mail; finalize litigation hold and document retention letters to Virginia Trask/Grouply Ventures, Justin Call, Eddie Head, and John Halcombe, and send via email and certified mail; send emails to Rob Slovak forwarding all finalized letters for sending to clients.	2.30	\$701.50
02/09/21	AEC	Prepare requests for production and motion to expedite discovery (1.2); revise drafts of declaration, proposed temporary restraining order, original complaint, and application for temporary restraining order and preliminary injunction, reviewing and incorporating Rob Slovak and Steven Lockhart's analysis, along with exhibits and citations cited to therein (12.6); coordinate with Foley team regarding impending filings and seeking emergency hearings as to same (.5); extensive strategy discussions with Rob Slovak, Steven Lockhart, Stephen Jones, Tanya Durham and Emily Shanks regarding impending filings and action items (1.6).	15.90	\$10,096.50
02/09/21	EFS	Strategize with A. Chibli regarding requests for production to Seacret and Head.	0.70	\$332.50

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50197046

Page 23

Foley & Lardner LLP

April 19, 2021

02/09/21	EFS	Research issues incident to filing TRO application, complaint, and motions and ensure compliance with local rules and correspond with court regarding available hearing dates (1.3); Continue to revise and edit the TRO application against Head in accordance with S. Lockhart, S. Slovak, and client edits and correspond with them regarding the same (2.8); continue to revise and edit the complaint against Head in accordance with S. Lockhart, S. Slovak, and client edits and correspond with them regarding the same (2.3); revise and edit TRO and correspond with S. Slovak regarding the same (1.7); correspond with court regarding potential filing of adversary and application for TRO to obtain hearing date (.3); correspond with litigation team regarding strategy and timing for filing application for TRO and complaint against Head (.8); continue to gather facts in support of case against Head (1.5); correspond with A. Chibli regarding research and issues incident to declaration in support of application for TRO and TRO; assist in revising motion for expedited discovery against Head and requests for production (1.5); strategize tasks needed to ensure no duplications of efforts with A. Chibli (.4).	12.60	\$5,985.00
02/09/21	RTS	Draft, edit and revise complaint, application for TRO and supporting affidavits; analysis with trial team and review and analysis of key documents related to same, including videos.	2.80	\$2,268.00
02/09/21	SCL	Review, revise and analyze strategy for complaint, injunctive application and supporting document, and coordinate with trial team regarding same.	2.70	\$2,173.50
02/09/21	TCD	Review request from Aaron Chibli regarding locating examples of Motion for Expedited Discovery with requests included; send email to Aaron Chibli forwarding samples of motions; attention to multiple emails from Rob Slovak forwarding various case-related materials, including client communications, client documents, attorney notes, and research, and organize same into electronic files; draft litigation hold letters to Seacret Direct LLC, Seacret Direct Korea, Izhak Benshabat, and Exigo Office, Inc.; send email to Rob Slovak forwarding draft litigation hold letters for review and comment.	1.30	\$396.50

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50197046

Page 24

Foley & Lardner LLP

April 19, 2021

02/10/21	AEC	Finalize preparing original complaint and request for preliminary injunction, emergency application for temporary restraining order and preliminary injunction, declaration in support of same, and proposed order granting TRO, including incorporating Rob Slovak's and Steven Lockhart's analysis/suggestions to same (6.9); compile and finalize exhibits for adversary filings (.6); various discussions with Rob Slovak, Steven Lockhart, and Emily Shanks regarding adversary filings and action items (.9).	8.40	\$5,334.00
02/10/21	EFS	Assist in preparing R. Slovak's argument outline for TRO hearing with attention to detailing case law and citations to factual allegations (3.0); continue to analyze online videos and facts relevant to Seacret's new travel program and Head's involvement with the same (1.0); prepare demonstrative chart of videos used in Head's TRO in preparation for hearing on the same (1.3).	5.30	\$2,517.50
02/10/21	EFS	Further revise and edit motion to expedite discovery against Head and Seacret and requests for production and deposition topics in accordance with S. Lockhart and R. Slovak's comments, correspond with them regarding the same, and draft subpoena regarding the same (2.4); prepare emergency motion and proposed order on the same regarding the motion to expedite discovery (1.0); attention to issues incident to discovery and strategize with A. Chibli regarding the same (1.2).	4.60	\$2,185.00
02/10/21	RTS	Telephone conference with Eric Haynes regarding strategy with regard to Head TRO and other litigation hold letters; analysis with trial team regarding case strategy; draft Secret complaint; edit and revise lit hold letters to Exicgo and Seacret entities and correspondence with client regarding same.	2.10	\$1,701.00
02/10/21	RTS	Edit and revise complaint, application for TRO, affidavit in support of same, motion for expedited discovery and discovery, proposed TRO and motion for hearings; analysis with trial team regarding foregoing; exchange correspondence with clients regarding issues concerning same; begin preparing outline for hearing.	6.10	\$4,941.00
02/10/21	SCL	Analyze potential claims and case strategy against Seacret, Eddie Head and TopTier including call with Eric Haynes and Rob Slovak regarding same.	0.80	\$644.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50197046

Page 25

Foley & Lardner LLP

April 19, 2021

02/10/21	SCL	Analyze and revise expedited discovery motion and requests.	1.70	\$1,368.50
02/10/21	SCL	Review, revise and analyze strategy for complaint, injunctive application and supporting documents, and coordinate with trial team regarding same.	3.10	\$2,495.50
02/10/21	TCD	Draft adversary complaint against Seacret Direct LLC; review multiple emails from Rob Slovak forwarding various case-related materials, including client correspondence and attorney notes, and organize same into electronic files; create exhibits to Application for TRO; create redline comparison of Poates Declaration and send email to Aaron Chibli forwarding same.	1.20	\$366.00
02/11/21	AEC	Preparation for upcoming TRO hearing, including summarizing relevant and supporting cases from federal courts in Texas, revising and updating outline for TRO hearing, compiling video source and time stamp for statements/quotes cited in Application and Declaration (4.9); discussions with Rob Slovak, Steven Lockhart, and Emily Shanks regarding adversary filings, upcoming hearing, and other action items (.7); update application to include portions regarding return of confidential information (.5); review and analyze other potential exhibits to file in support of Application (1.1).	7.20	\$4,572.00
02/11/21	EFS	Assist with research and issues incident to preparing outline for TRO hearing argument (1.0); review and analyze additional videos related to Seacret's travel business and correspond with litigation team regarding the same (2.5); ensure preservation of video evidence from online videos (.7); correspond with court regarding availability for TRO hearing (.2); research and analyze legal standard for admissibility of evidence and other legal issues incident TRO argument (.9).	5.30	\$2,517.50
02/11/21	MAH	Work on litigation issues (2.7).	2.70	\$2,470.50
02/11/21	RTS	Edit and revise complaint, TRO application, supporting affidavits, motion for expedited discovery and related orders; analysis with trial team regarding case strategy; telephone conference with clients regarding same.	2.60	\$2,106.00
02/11/21	RTS	Review and analysis of Head affidavits from past lawsuits; review and analysis of policies and procedures and other confidentiality documents.	1.40	\$1,134.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50197046

Page 26

Foley & Lardner LLP

April 19, 2021

02/11/21	SCL	Prepare Seacret complaint.	3.20	\$2,576.00
02/11/21	SG	Conducted entity research for SEACRET SPA LLC and related entities. Retrieved entity data and filings for each and identified ownership/members of parent (Lexis reports for each member provided). (Slovak).	2.00	\$430.00
02/11/21	TCD	Finalize cease and desist letters to Exigo offices in St. Croix and Dallas; send letters to Exigo via Federal Express and certified mail, including travel to Fed Ex office and post office; review multiple emails from Rob Slovak forwarding various case-related materials, including client communications, and organize same into electronic files; send email to Beau Coplin, Ed Jarrin, Peter Zielke and Jay Boyer forwarding Exigo cease and desist letters; review email from Justin Call acknowledging receipt of cease and desist letter and send email to Rob Slovak forwarding same; create chart of cease and desist letter recipients.	1.50	\$457.50
02/12/21	AEC	Review and analyze the affidavit and deposition transcript of Eddie Head that were offered in his capacity as WorldVentures' President in support of WorldVentures' recent application for preliminary injunction, and discussions with Rob Slovak, Steven Lockhart, and Emily Shanks regarding same, including identifying and highlighting the relevant portions of the affidavit and deposition transcript for potential use in upcoming adversary proceeding (5.1); review and analyze confidentiality agreement, employee handbook, and exigo agreement, and discussions with team regarding same, along with updating exhibits to upcoming adversary filings and action items and next steps moving forward (1.6); review and analyze WorldVentures' pending litigation (.4).	7.10	\$4,508.50

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50197046

Page 27

Foley & Lardner LLP

April 19, 2021

02/12/21	EFS	Research facts regarding Seacret's travel business and Head's involvement with the same and compile master chart of facts and issues incident to in preparation for lawsuits and potential TROs (3.0); coordinate preservation of evidence (.4); draft request for emergency hearing on expedited discovery and order on the same and correspond with litigation team regarding the same (1.8); research issues incident to filing TRO application, complaint, and motions and ensure compliance with local rules (.6).	5.80	\$2,755.00
02/12/21	RTS	Review and analysis of Head deposition and contracts; telephone conference with UCC members regarding status of case and recommended courses of action.	2.00	\$1,620.00
02/12/21	RTS	Edit and revise complaint, TRO application, motion for expedited discovery, TRO and supporting documents; edit and revise TRO argument outline; review and analysis of cases cited in support of TRO and prepare for potential hearing.	2.60	\$2,106.00
02/12/21	SCL	Analyze potential claims and case strategy against Seacret, Eddie Head and TopTier including calls with Eric Haynes, Marcus Helt and/or Rob Slovak regarding same (3.9); call with UCC counsel regarding potential claims against Seacret and Eddie Head (.9).	4.80	\$3,864.00
02/12/21	SCL	Continue work on Seacret complaint.	0.60	\$483.00
02/14/21	RTS	Review and analysis of Head deposition and related documents.	1.40	\$1,134.00
02/15/21	AEC	Prepare draft of Rule 2004 motion for examination against Grouply; discussions with Rob Slovak, Steven Lockhart, and Emily Shanks regarding next steps with respect to Eddie Head and Seacret.	3.80	\$2,413.00
02/15/21	RTS	Review and analysis of Head deposition and affidavits from prior cases; review and analysis of additional confidentiality agreements and policies; edit and revise outline for TRO hearing to address the foregoing.	1.90	\$1,539.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50197046

Page 28

Foley & Lardner LLP

April 19, 2021

02/15/21	RTS	Telephone conference with Eric Haynes regarding case status and strategy, including results of call with UCC: review and analysis of materials related to potential Seacret claims; analysis with Steven Lockhart regarding strategy with regard to same; edit and revise 2004 motion for testimony and documents from Gina Trask and Grouply.	1.60	\$1,296.00
02/15/21	SCL	Analyze potential claims and case strategy against Seacret, Eddie Head and TopTier including review of prior testimony and social media platforms, and calls with Eric Haynes and/or Rob Slovak regarding same (4.7).	4.70	\$3,783.50
02/15/21	SJ	Communications with E. Shanks, A. Chibli, R. Slovak, and S. Lockhart regarding potential litigation (0.6).	0.60	\$264.00
02/15/21	TCS	Prepare for omnibus hearing (.7); prepare, file and serve notices of revised proposed orders on cash collateral and lease rejection (.6); email exchange with court regarding same (.1); confer with counsel to landlord, committee, Wells Fargo and lender regarding same (.2); prepare, file and serve agenda for omnibus hearing (.4); confer with chambers regarding same (.1).	2.10	\$1,522.50
02/16/21	AEC	Discussions with Rob Slovak regarding status update and action items moving forward; discussions with Emily Shanks regarding propounding additional discovery requests and motion to expedite discovery.	0.30	\$190.50
02/16/21	EFS	Analyze facts incident to filing of TRO and complaint against Head, manage and organize the same, and correspond regarding the same with litigation team.	0.80	\$380.00
02/16/21	RTS	Review and analysis of Jesse Macpherson and Mark Accosta videos; analysis with Steven Lockhart and Eric Haynes regarding case status and strategy.	1.60	\$1,296.00
02/16/21	SCL	Continue drafting complaint against Seacret.	1.90	\$1,529.50
02/16/21	SCL	Analyze potential claims and case strategy against Seacret, Eddie Head and TopTier including review of prior testimony and social media platforms, and calls with Eric Haynes, Marcus Helt and/or Rob Slovak regarding same (3.2).	3.20	\$2,576.00
02/16/21	SCL	Call with Exigo representatives regarding discovery litigation hold.	0.20	\$161.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50197046

Page 29

Foley & Lardner LLP

April 19, 2021

02/16/21	SJ	Communications with E. Shanks, A. Chibli, R. Slovak, and S. Lockhart regarding potential litigation and issues related to same (0.4).	0.40	\$176.00
02/16/21	TM	Analysis and teleconference with Steven Lockhart regarding potential copyright and other IP related claims for potential litigation.	0.40	\$324.00
02/17/21	AEC	Strategy discussions with Rob Slovak and Emily Shanks regarding impending adversary filings and expedited discovery (.6); correspondence with Tanya Durham and Emily Shanks regarding internal master spreadsheet with key transactions and events at issue (.3).	0.90	\$571.50
02/17/21	EFS	Manage video evidence and in take of newly discovered videos, and organize facts for both Head and Seacret (1.0); Begin drafting motion for expedited discovery and discovery requests to J. Macpherson and correspond with A. Chibli regarding the same (.8); correspond with Chibli and strategize for seacret complaint (.4); attention to emails and strategies therein from litigation team (.3).	2.50	\$1,187.50
02/17/21	RTS	Review and analysis of new videos; edit and revise Secret lawsuit; analysis with Steven Lockhart regarding status of case and recommended courses of action.	2.20	\$1,782.00
02/17/21	SCL	Analyze potential claims and case strategy against Seacret, Eddie Head and TopTier including calls with Eric Haynes and/or Rob Slovak regarding same (.4).	0.40	\$322.00
02/17/21	SCL	Continue drafting complaint against Seacret.	2.60	\$2,093.00
02/17/21	TCD	Review multiple emails from Rob Slovak, Emily Shanks and Aaron Chibli forwarding various case-related materials, including client communications, attorney notes, research, and witness-related materials, and organize same into electronic files; review materials in order to gather exhibits for upcoming TRO application and complaint.	1.30	\$396.50

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50197046

Page 30

Foley & Lardner LLP

April 19, 2021

02/18/21	AEC	Strategy and action item discussions with Steven Lockhart, Rob Slovak, Steven Jones, and Emily Shanks regarding upcoming filings, Rule 2004 motions, potential lawsuits against other parties, and discovery issues (1.7); prepare drafts of Rule 2004 motions for examination for Grouply, Top Tier, and Trask, along with requests for production and deposition topics for each examinee, and review and analyze pretrial discovery consideration relating to Rule 2004 examinations, subpoenas accompanying same, and adversary discovery under Fifth Circuit precedent (5.9); action item discussions with Emily Shanks and Tanya Durham regarding internal case spreadsheet with timeline of relevant events and corresponding documents (.9); review and analyze relevant videos posted by Seacret's representatives (2.1); review and analyze possible causes of action to assert against Seacret (.5).	11.10	\$7,048.50
02/18/21	EFS	Correspond with A. Chibli regarding issues incident to filing complaint and TRO against Head.	0.40	\$190.00
02/18/21	RTS	Edit and revise outline of argument for TRO following review of affidavits and depositions.	0.60	\$486.00
02/18/21	RTS	Edit and revise 2004 motion against Grouply, Trask and Top Tier; draft, edit and revise complaint against Seacret.	1.50	\$1,215.00
02/18/21	SCL	Coordinate with private investigator regarding Seacret membership and training investigation.	0.50	\$402.50
02/18/21	TCD	Create spreadsheet containing timeline, glossary of individuals and entities, chart of quotes, demonstrative chart and update videos and articles chart, to include links; exchange multiple emails with Emily Shanks and Aaron Chibli regarding spreadsheet formatting.	2.20	\$671.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50197046

Page 31

Foley & Lardner LLP

April 19, 2021

02/19/21	AEC	Strategy discussions with Rob Slovak, Steven Lockhart, and Emily Shanks regarding impending adversary filings (.5); prepare and submit action item list with designated tasks relating to upcoming week (.5); discussions with Tanya Durham and Emily Shanks regarding master case spreadsheet and timeline and key witnesses, including review of same (.4); research and analyze potential causes of action under Fifth Circuit and Texas law, and revise draft Seacret complaint, incorporating additional factual allegations, causes of action, and citations to same (2.7); review and analyze relevant promotional materials and videos to incorporate into complaint and for application for injunctive relief (1.3).	5.40	\$3,429.00
02/19/21	EFS	Draft discovery requests to J. Macpherson and motion for expedited discovery (2.0); analyze issues incident to the Seacret complaint and assist A. Chibli with drafting the complaint (.8); analyze claims for drafting application for preliminary injunction against Seacret (1.2).	4.00	\$1,900.00
02/19/21	RTS	Edit and revise Seacret Complaint; analysis with trial team regarding strategy regarding same; edit and revise 2004 motion against Grouply, et. al; analysis with Eric Haynes regarding status of case and recommended courses of action; edit and revise motion for expedited discovery against Jessee Macphearson.	3.40	\$2,754.00
02/19/21	RTS	Telephone conference with Chris Ralston regarding other lawsuits with Head as testifier.	0.30	\$243.00
02/19/21	RTS	Edit and revise TRO argument outline.	0.50	\$405.00
02/21/21	RTS	Edit and revise motion for expedited discovery regarding Jesse Macphearson.	0.50	\$405.00
02/21/21	RTS	Review and analysis of Head deposition and affidavit in preparation for TRO hearing; edit and revise TRO hearing outline.	0.80	\$648.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50197046

Page 32

Foley & Lardner LLP

April 19, 2021

02/22/21	AEC	Review and finalize all adversary filings against Head, including the application for injunctive relief, original complaint, motion for expedited discovery, motion for emergency hearing, and proposed orders and exhibits regarding same, and various discussions with Emily Shanks and Tanya Durham regarding same (3.2); prepare draft of Seacret complaint, incorporating Rob Slovak's and Steven Lockhart's analysis and comments, along with additional statutory and common law causes of action and factual allegations with relevant citations to relevant agreements at issue (7.1); research and analyze misappropriation claims, Lanham Act claims, declaratory judgment requested relief, and availability of attorney's fees for corresponding claims (1.8).	12.10	\$7,683.50
02/22/21	EFS	Correspond with A. Chibli regarding issues incident to lawsuit against Eddie Head and strategize tasks needed regarding the same.	0.20	\$95.00
02/22/21	EFS	Prepare and manage filing of complaint against Eddie Head, application for temporary restraining order against Head, and motion for expedited discovery and motion to expedite the same; correspond with the Court regarding available hearing dates; attention to issues incident to filing complaint and temporary restraining order.	3.50	\$1,662.50
02/22/21	NJOV	Download documents and prepare a Hearing Binder for counsel in preparation of Hearing on Plaintiff's TRO and Motion for Expedited Discovery.	0.80	\$264.00
02/22/21	RTS	Analysis with Steven Lockhart regarding status of case and recommended courses of action following conversation with Eddie Head and strategy for TRO; edit and revise motions for expedited discovery.	3.10	\$2,511.00
02/22/21	SCL	Call with UCC counsel regarding Eddie Head litigation strategy (.2); coordinate with Tom Scannell and Rob Slovak regarding UCC intervention strategy (.3); analyze potential claims and case strategy, including supporting evidence, against Seacret, Eddie Head and TopTier including calls with Eric Haynes and/or Rob Slovak regarding same (1.9) coordinate with trial team regarding Eddie Head filing strategy (.1).	2.50	\$2,012.50
02/22/21	SCL	Local rule conferral with opposing party regarding injunctive relief and expedited discovery.	0.30	\$241.50

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50197046

Page 33

Foley & Lardner LLP

April 19, 2021

02/22/21	SJ	Communications with S. Lockhart regarding Head litigation.	0.30	\$132.00
02/22/21	TCD	Finalize litigation hold letter to Seacret Direct and Izhak Ben Shabat and send to Phil Lamberson via email and via certified mail, return receipt requested; review multiple emails from clerk forwarding various court filings, including complaint, application for TRO and declaration of Mr. Poates, and organize same into electronic files; assist with preparing materials for upcoming TRO hearing; review multiple emails from Rob Slovak forwarding various case-related materials, including client communications, client documents, attorney notes, witness-related materials, and organize same into electronic files.	1.20	\$366.00
02/23/21	AEC	Review and analyze Head's objections to WorldVentures' application for preliminary Injunction, Head's objections to WorldVentures' emergency motion for expedited discovery, Head's witness and exhibits, and prepare rebuttal analyses of cases cited to in Head's objections to prepare for tomorrow's hearings (4.4); conference with Rob Slovak and Steven Lockhart regarding action items and additional adversary filings (.8); review and analyze WorldVentures' policies and procedures, sales representative agreement, and membership terms and conditions (1.3); prepare draft of Seacret complaint, incorporating Rob Slovak's and Steven Lockhart's suggestions/analyses, along with citations to relevant documents and precedential authority (5.7).	12.20	\$7,747.00
02/23/21	EFS	Draft and prepare witness and exhibit list and accompanying exhibits for hearing on Head's TRO and correspond with S. Lockhart and R. Slovak regarding the same (3.5); prepare Shanks declaration for authentication of video evidence (.7); prepare for hearing on TRO with attention to case law and evidence (2.2) attention to issues incident to video evidence (.7); assist A. Chibli with drafting complaint against Seacret (1.3); strategize complaint to Seacret with A. Chibli and analyze facts incident to and in support of the same (.8); research; review and analyze Head's response to TRO and objection to motion for expedited discovery (1.5).	10.70	\$5,082.50

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50197046

Page 34

Foley & Lardner LLP

April 19, 2021

02/23/21	RTS	Edit and revise hearing outline for Head TRO; review and analysis of case law and exhibits; prepare for TRO hearing.	3.50	\$2,835.00
02/23/21	SCL	Review and revise supplemental injunctive briefing and exhibits.	0.70	\$563.50
02/23/21	SCL	Coordinate with Eric Haynes, Marcus Helt and Rob Slovak regarding Seacret response strategy and injunction hearing (.6); analyze Eddie Head responsive briefing and counter-argument strategy (1.2); work on injunction hearing strategy (2.1).	3.70	\$2,978.50
02/23/21	SJ	Communications with E. Shanks regarding TRO and injunction hearing.	0.50	\$220.00
02/23/21	TCD	Assist with finalizing, organizing and labeling exhibits to Application for TRO, including Poates' Declaration; review multiple emails from Rob Slovak forwarding various case-related materials, including client documents, attorney notes, research, and communications with client regarding finalizing of Application for TRO and adversary complaint; organize documents and pull file-stamped pleadings and forward materials to Nita Overton for creating TRO hearing notebook.	1.20	\$366.00
02/24/21	AEC	Assist Rob Slovak in preparation for today's temporary restraining order and motion to expedite hearings, including reviewing and submitting analyses relating to past consideration, judicial notice, and preliminary injunctive evidence standard under Fifth Circuit and Texas law (1.9); attend temporary restraining order hearing and assist Rob Slovak during same (2.2); strategy discussions with Rob Slovak and Emily Shanks regarding immediate action items, court's ruling on temporary restraining order (.7); strategy discussions with Emily Shanks regarding scope of discovery and the draft Seacret complaint (.6).	5.40	\$3,429.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50197046

Page 35

Foley & Lardner LLP

April 19, 2021

02/24/21	EFS	Assist with hearing preparation with attention to adding citations to argument outline and researching case law regarding Head's non-compete argument; attend hearing and assist with hearing (4.0); research on evidence standards and court's ability to take judicial notice (2.5) research and analyze case law and facts incident to Head's employment agreements (.7); research and analyze case law regarding discovery standards in preparation for motion for expedited discovery (1.0) participate in discussions regarding issues incident to Head's TRO and preliminary injunction hearing as well as discovery issues regarding the same with R. Slovak, M. Helt, and analyze hearing and participate in calls re strategy for hearing (1.8).	10.00	\$4,750.00
02/24/21	EFS	Assist with drafting complaint to Seacret with attention to inserting facts from public videos and language from contracts.	0.70	\$332.50
02/24/21	JDF	Analysis on LSA agreement (1.4).	1.40	\$1,232.00
02/24/21	RTS	Prepare for, attend and argue hearings on TRO and motion for expedited discovery; confer with opposing counsel and clients on TRO and discovery issues; telephone conference with clients following hearing on case status and strategy.	10.20	\$8,262.00
02/24/21	SCL	Call with UCC counsel regarding Eddie Head litigation strategy (.3); analyze injunction strategy, including supporting evidence including communications with Eric Haynes, Marcus Helt and/or Rob Slovak and coordination with trial team regarding same (2.3).	2.60	\$2,093.00
02/24/21	SCL	Temporary restraining order hearing (4.0).	4.00	\$3,220.00
02/24/21	SCL	Multiple court required conferrals with Eddie Head's counsel regarding injunctive relief and expedited discovery (.8); court required conferral with Seacret's counsel regarding expedited discovery (.5).	1.30	\$1,046.50
02/24/21	SJ	Meet with Foley litigation team and UCC counsel regarding Head litigation issues (0.4); Communications with E. Shanks and A. Chibli regarding issues related to same (0.6).	1.00	\$440.00
02/24/21	SJ	Attend hearing on motion for TRO, injunction, and expedited discovery.	2.20	\$968.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50197046

Page 36

Foley & Lardner LLP

April 19, 2021

02/24/21	SJ	Continue hearing on motion for TRO, injunction, and expedited discovery.	2.10	\$924.00
02/24/21	TCD	Assist with preparation for TRO hearing, including extensive revisions to Rob Slovak's hearing outline and creation of table of contents and notebook; review multiple emails from Rob Slovak forwarding various case-related materials, including client communications, correspondence with opposing counsel, attorney notes, and organize same into electronic files.	2.10	\$640.50
02/25/21	AEC	Prepare drafts of discovery requests for production to Eddie Head and Seacret, along with Rule 30b6 deposition topics to Seacret, and incorporate Steven Lockhart's and Rob Slovak's analysis into the draft discovery, along with strategy discussions with team regarding same (5.7); strategy and action item conference call with the team (.5); prepare and submit document preservation email in anticipation of E. Head's requests for production for upcoming temporary injunction and discussions and analysis with Eric Haynes and Melissa Huff regarding same (2.3); review and analyze the draft discovery schedule, expedited discovery order, draft subpoena, draft Macpherson discovery requests, and discussions with Emily Shanks regarding same (.9); finalize motion for Rule 2004 examinations for several third parties and discussions with Steven Lockhart regarding same (.9); finalize draft of Seacret complaint and strategy discussions with Emily Shanks regarding same (3.1).	13.40	\$8,509.00
02/25/21	BCM	Communications with S. Lockhart and R. Slovak regarding case facts; review and analyze complaint, application for temporary restraining order, and supporting documents.	1.70	\$1,079.50

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50197046

Page 37

Foley & Lardner LLP

April 19, 2021

02/25/21	EFS	Call with S. Lockhart and R. Slovak regarding strategy going forward in preparation for preliminary injunction hearing against Head (.8); revise and edit TRO and correspond with S. Lockhart regarding the same and manage filing with court (.5); revise and edit order re: expedited discovery and draft agreed scheduling order for discovery and correspond with S. Lockhart and R. Slovak regarding the same, and manage filing the same with the Court (1.5); draft chart of evidence in preparation for depositions and assist with deposition preparation (1.0); revise and edit motion for expedited discovery against J. Macpherson and analyze language of discovery requests (1.0); assist A. Chibil in drafting complaint against Seacret and revise and edit the same (1.0); begin drafting application for preliminary injunction against Seacret and research and analyze standards regarding the same (2.5).	8.30	\$3,942.50
02/25/21	RTS	Edit and revise order on discovery and TRO in Head case; edit and revise discovery requests and deposition topics; work with client, trial team and vendor regarding document gathering and review for production and depositions.	6.50	\$5,265.00
02/25/21	SCL	Review and revise agreed discovery scheduling order (.3); review and revise multiple temporary restraining order drafts circulated by Head's counsel (.4).	0.70	\$563.50
02/25/21	SCL	Analysis of case task assignments and review task list (.4); coordinate with trial team regarding injunction hearing preparation and strategy (.6); analyze injunction hearing arguments and strategies, including supporting evidence and communications with Eric Haynes, Marcus Helt and/or Rob Slovak (1.5).	2.50	\$2,012.50
02/25/21	SCL	Review and revise 2004 motion and attachments, requests for production to Head and Seacret and deposition topics to Seacret.	1.40	\$1,127.00
02/25/21	SCL	Court required conferral with counsel for Head and Seacret regarding discovery scheduling order and/or form of TRO.	0.30	\$241.50

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50197046

Page 38

Foley & Lardner LLP

April 19, 2021

02/25/21	SJ	Meet with Foley litigation team regarding issues related to Head litigation, discovery, and preparation for injunction hearing (0.6); Various communications with Foley litigation team regarding pleadings, discovery, and other issues related to Head litigation (0.5).	1.10	\$484.00
02/25/21	TCD	Review and analyze email from Rob Slovak forwarding client communications, and organize same into electronic files.	0.10	\$30.50
02/26/21	AEC	Revise draft complaint, incorporating recently uncovered information and new causes of action, along with Rob Slovak's and Steven Lockhart's suggestions and analysis (1.1); prepare and attend strategy conference call with Foley team to discuss immediate action items (.5); update two sets of request for production and deposition topics, incorporating client's and Rob Slovak's comments and suggestions, including compiling subpoena and exhibits, and serve same on Seacret (2.9); extensive discussions with client and Melissa Huff regarding document collection and search queries, and results regarding same, and update Foley team with document review action items (3.9); review and analyze requests for production to Debtors and depo notice of Debtors' corporate rep (.5).	8.90	\$5,651.50
02/26/21	BCM	Review and analyze TRO hearing transcript; review and analyze Head's deposition transcript; communications with R. Slovak regarding case facts.	3.70	\$2,349.50
02/26/21	EFS	Draft, revise, and edit first draft of application for preliminary injunction against Seacret and conduct research regarding factual allegations and standards for claims (3.5); call with S. Lockhart, R. Slovak, and A. Chibli to prepare for production of discovery and strategize preparing for hearing on Head's preliminary injunction hearing (.8); correspond with court personnell regarding potential continuance of the preliminary injunction hearing (.3); call with S. Obenhaus to discuss research issue regarding authentication and admittance of YouTube videos (.7); assist A. Chibli in preparing for production of documents in response to Head's RFPs (.8); attention to issues incident to preservation of evidence (.5); revise and edit proposed orders for TRO and discovery schedule and assist with filing with the Court (.8).	7.40	\$3,515.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50197046

Page 39

Foley & Lardner LLP

April 19, 2021

02/26/21	EFS	Assist A. Chibli in revising and editing complaint against Seacret Direct, LLC with attention to factual allegations and language of contracts.	0.80	\$380.00
02/26/21	RTS	Work on strategy with regard to case against Seacret; edit and revise Seacret Complaint; telephone conference with clients regarding same.	2.60	\$2,106.00
02/26/21	RTS	Edit and revise discovery requests; edit and revise trial team task list; telephone conference with trial team regarding case status and tasks; review and analysis of documents for production and depositions; review and analysis of discovery requests from Head; analysis with Steven Lockhart regarding same; telephone conference with Eric Haynes and Steven Lockhart regarding case strategy.	4.50	\$3,645.00
02/26/21	SCL	Review and revise Head's proposed changes to expedited discovery scheduling order (.1); review and revise Head's proposed changes to TRO form (.2).	0.30	\$241.50
02/26/21	SCL	Coordinate with trial team regarding injunction hearing strategy (.3); coordinate with Eric Haynes and Rob Slovak regarding Head TRO terms and conditions, Seacret complaint strategy and Seacret training investigation strategy (.5); coordinate with Emily Shanks regarding TRO and expedited discovery scheduling order strategy (.2); call with Eric Haynes regarding Head lawsuit and Wayne Nugent discovery strategy (.2); analysis of potential discovery issues and Seacret claims strategy with Marcus Helt and Rob Slovak (.9); analyze potential claims and case strategy, including supporting evidence, prior testimony and hearing argument, against Seacret, Eddie Head and TopTier (1.7); coordinate with private investigator regarding Seacret training seminar investigation strategy (.3).	4.10	\$3,300.50
02/26/21	SCL	Court required communications with counsel for Head and Seacret regarding TRO and expedited discovery scheduling order terms, form and entry (.4).	0.40	\$322.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50197046

Page 40

Foley & Lardner LLP

April 19, 2021

02/26/21	SJ	Meet with Foley litigation team regarding issues related to Head litigation, discovery, and preparation for injunction hearing (0.5); Various communications with Foley litigation team and work on issues related to pleadings, discovery, and other issues concerning Head litigation (1.4); Research issues related to privilege (0.5).	2.40	\$1,056.00
02/26/21	SRO	Confer with E. Shanks regarding authentication and hearsay issues relating to video evidence; assist with authentication and hearsay legal research.	0.70	\$581.00
02/26/21	TCD	Draft Request for Production to Seacret; draft Request for Production to Defendant Head; draft Rule 30(b)(6) Deposition Notice to the Seacret Corporate Representative; finalize and send emails to Phil Lamberson and Todd Hoodenpyle forwarding discovery requests and deposition notice; exchange emails with PageVault representative regarding creation of video clips from various internet video sites; review multiple emails from Rob Slovak forwarding various case-related materials, including client documents, research, and communications with clients, and organize same into electronic files.	2.60	\$793.00
02/27/21	AEC	Conference call with Foley team to discuss immediate action items and strategy moving forward (.5); conference call with Foley team and client to discuss discovery issues and upcoming deadlines, and follow up with Rob Slovak regarding same (.7); strategy discussions with Brantley Smith and Brandon Marx regarding their designated assignments, including research relating to consideration arguments and unauthorized use of computer/software (.8); extensive discussions and document collection analysis with Melissa Huff and client in anticipation of upcoming discovery responses, including preparing targeted search terms/keywords and identifying all potentially relevant witnesses (5.2); conduct active learning targeted review to prepare for document review and quality control process, prioritizing documents for review (3.1); submit correspondence to document review team for tomorrow's conference call (.4); review and analyze potentially responsive documents and communications, including reviewing for privilege and confidentiality (3.4).	14.10	\$8,953.50

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50197046

Page 41

Foley & Lardner LLP

April 19, 2021

02/27/21	BCM	Draft E. Head deposition outline [4.9]; participate in trial team conference call [.5]; participate in conference call with client [1].	6.40	\$4,064.00
02/27/21	BS	Correspond with R. Slovak and S. Lockhart regarding case background and next steps; analyze complaint, application for temporary restraining order and preliminary injunction, transcript of the hearing on temporary restraining order, relevant employment contract and limited solicitation contract, deposition of E. Head from previous case, and opposing counsel's objections to plaintiff's temporary restraining order and preliminary injunction application; analyze case law regarding debtor-in-possession's scope of custody; outline brief in support of preliminary injunction.	8.60	\$4,042.00
02/27/21	EFS	Call with S. Lockhart, A. Chibli, and R. Slovak regarding case strategy and status update (.7); correspond with A. Chibli regarding issues incident to doc review for response to Head's RFPs and strategy thereto (.6); correspond with A. Chibli regarding issues and strategies incident to drafting complaint and application for preliminary injunction against Seacret (.6); research and analyze case law regarding preliminary injunction standards for trademark and copyright infringement (2.0); draft, revise, and edit factual and legal portions of application for preliminary injunction against Seacret Direct, LLC (3.6).	7.50	\$3,562.50
02/27/21	RTS	Analysis with trial team regarding strategy for case against Seacret; edit and revise complaint.	0.10	\$81.00
02/27/21	RTS	Review and analysis of documents for depositions and production in Head case; telephone conference with trial team and clients regarding case status and strategy; edit and revise application for TI against Seacret; watch videos related to Seacret; telephone conference with document review team regarding production issues; edit and revise cease and desist and lit hold to Jessee Macpherson.	3.90	\$3,159.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50197046

Page 42

Foley & Lardner LLP

April 19, 2021

02/27/21	SCL	Coordinate with trial team regarding injunction hearing strategy (.3); work on preliminary injunction hearing and discovery strategy, including supporting evidence, prior testimony and hearing argument, and potential areas of inquiry (2.9); debrief with private investigator regarding Seacret training seminar investigation (.2).	3.40	\$2,737.00
02/28/21	AEC	Multiple conference calls and discussions with Steven Lockhart, Rob Slovak, Emily Shanks, Brantley Smith, Abby Drake, and Steven Jones to discuss immediate action items, discovery issues, document review, and potential filings (2.1); discussions with Melissa Huff and client regarding document collection and review analytics and issue/coding tags (1.8); revise update to incorporate recent factual findings from discovery (.7); prepare categories and parameters of document review (.4); review and analyze potentially responsive documents and communications, including reviewing for confidentiality and privilege issues (4.7).	9.70	\$6,159.50
02/28/21	AKD	Telephone conversation with Aaron Chibli and Rob Slovak regarding case history, strategy, and issues (.7); review and analyze pleadings, responses, and discovery requests (.8); begin reviewing documents for production (2.7).	4.20	\$2,247.00
02/28/21	BCM	Draft E. Head deposition outline [2.5]; review and analyze documents in response to Head's requests for production [6.1]; participate in call with S. Lockhart and R. Slovak regarding discovery responses and objections to Head's requests for production [.5].	9.10	\$5,778.50
02/28/21	BS	Correspond with R. Slovak and S. Lockhart regarding scope of discovery; analyze case law regarding same; outline brief in support of preliminary injunction; draft brief in support of preliminary injunction.	5.40	\$2,538.00
02/28/21	EFS	Assist A. Chibli in preparing client documents for review (.5); analyze facts in preparation for drafting potential preliminary injunction against Seacret and communicate with A. Chibli regarding the same (.6).	1.10	\$522.50

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50197046

Page 43

Foley & Lardner LLP

April 19, 2021

02/28/21	EFS	Draft, revise, and edit application for preliminary injunction against Seacret Direct, LLC, including research on standards (3.0); research and analyze authentication of evidence from internet videos and websites in preparation for Head's preliminary injunction hearing, outline strategy for the same, and communicate with S. Lockhart, R. Slovak, and A. Chibli regarding the same (2.3); research and analyze standards for attorney-client privilege and communicate the same with S. Lockhart, R. Slovak, and A. Chibli (1.2); correpond with A. Chilbi regarding coordination of doc review for responses to RFPs for Head (.4); update video evidence chart in accordance with new video evidence and issues incident to Seacret's launch of travel product (.4).	6.90	\$3,277.50
02/28/21	EFS	Call with S. Lockhart, S. Slovak, and A. Chibli regarding document review for Head preliminary injunction hearing.	0.90	\$427.50
02/28/21	RTS	Telephone conference with Eric Haynes, Steven Lockhart and Marcus Helt regarding strategy for potential suit against Seacret; edit and revise application for temporary injunction against Seacret; review and analysis of key documents and new videos connected to potential lawsuit against Seacret.	2.50	\$2,025.00
02/28/21	RTS	Multiple telephone conferences with discovery team regarding strategy for production; review and analysis of documents from production; telephone conference with new team members regarding background and case strategy; work on deposition outline for Eddie Head; edit and revise protective order; review and analysis of key documents pulled by document review team; telephone conference with Brandon Marx and Steven Lockhart regarding objections and responses to discovery requests from Head; telephone conference with Eric Haynes, Steven Lockhart and Marcus Helt regarding discovery issues, Head case strategy, status of case and recommended courses of action.	6.70	\$5,427.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50197046

Page 44

Foley & Lardner LLP

April 19, 2021

02/28/21	SCL	Coordinate with trial team regarding injunction hearing strategy (.9); analyze discovery and response strategy (.5); coordinate with Eric Haynes, Marcus Helt, and Rob Slovak regarding Seacret lawsuit timing and strategy, Head litigation discovery strategy and analysis of potential witnesses and scope, and UCC intervention response strategy (1.2); call with Ryan Mans and Justin Hendricks (Wayne Nugent counsel) regarding background facts and deposition strategy and preparation (.5); coordinate with Dean Calvert regarding Exigo database and report production strategy (.6); work on preliminary injunction hearing and discovery strategy, including analysis supporting evidence, prior testimony and hearing argument, potential areas of inquiry and witness examination strategy and scope (3.1).	6.80	\$5,474.00
02/28/21	SCL	Prepare agreed confidentiality and protective order (.7); revise Seacret complaint (.4).	1.10	\$885.50
02/28/21	SJ	Call with Foley litigation team regarding document review and informational disclosures related to Head litigation (0.8); Call with S. Lockhart regarding review of materials in data room (0.3); Call with R. Slovak, S. Lockhart, and A. Chibli regarding data room disclosures (0.3); Various communications with Foley team regarding pertinent information finds in document review process (0.9); Extensive review and analysis of documents in data room and documents obtained from Debtors for eventual turnover in Head litigation (10.1).	12.40	\$5,456.00
02/28/21	TCD	Draft Response to Defendant's Request for Production of documents and send email to Rob Slovak, Steven Lockhart and Aaron Chibli forwarding same for review and comment.	1.30	\$396.50

Task Total: 593.20 \$367,171.00

Services Total: 921.10 \$591,607.00

Professional Services Summary

Service Provider	Initials	Title	Hours	Rate	Amount
Aaron E. Chibli	AEC	Associate	177.10	\$635.00	\$112,458.50
Abigail K. Drake	AKD	Associate	4.20	\$535.00	\$2,247.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50197046

Page 45

Foley & Lardner LLP

April 19, 2021

Brandon C. Marx	BCM	Associate	20.90	\$635.00	\$13,271.50
Brantley Smith	BS	Associate	14.00	\$470.00	\$6,580.00
Emily F. Shanks	EFS	Associate	154.50	\$475.00	\$73,387.50
Stephen Jones	SJ	Associate	147.60	\$440.00	\$64,944.00
Melissa A. Huff	MAHU	Litigation Support Project Manager	2.40	\$350.00	\$840.00
Stacy R. Obenhaus	SRO	Of Counsel	0.70	\$830.00	\$581.00
Sean Gasser	SG	Other	5.30	\$215.00	\$1,139.50
Nita J. Overton	NJOV	Paralegal	0.80	\$330.00	\$264.00
Tanya C. Durham	TCD	Paralegal	20.50	\$305.00	\$6,252.50
Jane D. Ferguson	JDF	Partner	15.70	\$880.00	\$13,816.00
Marcus A. Helt	MAH	Partner	102.00	\$915.00	\$93,330.00
Robert T. Slovak	RTS	Partner	107.30	\$810.00	\$86,913.00
Steven C. Lockhart	SCL	Partner	102.20	\$805.00	\$82,271.00
Thomas Charles Scannell	TCS	Partner	45.50	\$725.00	\$32,987.50
Terrell Miller	TM	Partner	0.40	\$810.00	\$324.00
Totals			921.10		\$591,607.00

Expenses Incurred

Description	Amount
Depositions / Transcripts, Exams	\$109.00
Litigation Services - Hosting	\$200.00
Meals	\$46.55
Other Fees	\$350.00
Service Fees	\$592.00
Shipping Charges	\$52.70
Westlaw	\$5,086.30
Expenses Incurred Total	\$6,436.55

Certain services and expenses, which involve payments made to third parties, include an additional charge based upon our internal costs with respect to those services and expenses.



FOLEY & LARDNER LLP
2021 MCKINNEY AVENUE
SUITE 1600
DALLAS, TEXAS 75201
TELEPHONE (214) 999-3000
FACSIMILE (214) 999-4667
WWW.FOLEY.COM

WorldVentures Holdings LLC
Submit to Serengeti * do not mail
include cost backup & pdf copy of invoice
Plano, TX 75024

Date: April 19, 2021
Invoice No.: 50197046
Our Ref. No.: 636264-0021

Remittance Advice

Outstanding Invoices:

04/19/21 - 50197047	\$331,559.64
---------------------	--------------

<i>Prior Outstanding Balance:</i>	<hr/> \$331,559.64
-----------------------------------	--------------------

Current Invoice:

04/19/21 - 50197046	\$598,043.55
---------------------	--------------

Total Amount Due:	<hr/> \$929,603.19
--------------------------	---------------------------

Please mail check payments to:

Foley & Lardner LLP
P.O. Box 78470
Milwaukee, WI 53278-8470

Foley & Lardner LLP's preferred payment method is ACH
(CTX or CCD+ transmission) with invoice number(s)
included in the addenda of the ACH.

Please send electronic payment remittance advice and
questions to accountsreceivable@foley.com.

Foley & Lardner LLP
U.S. Bank, NA
777 E. Wisconsin Ave.
Milwaukee, WI 53202
ABA No.: 075000022
Acct No.: 112031389
Swift Code: USBKUS44IMT
(foreign wires only)

Marcus A. Helt (TX 24052187)
Thomas C. Scannell (TX 24070559)
Stephen A. Jones (TX 24101270)
FOLEY & LARDNER LLP
2021 McKinney Avenue, Suite 1600
Dallas, Texas 75201
Telephone: (214) 999-3000
Facsimile: (214) 999-4667
mhelt@foley.com
tscannell@foley.com
sajones@foley.com

**COUNSEL FOR THE DEBTORS
AND DEBTORS-IN-POSSESSION**

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF TEXAS
SHERMAN DIVISION**

In re:	§ Chapter 11
	§
SPHERATURE INVESTMENTS LLC,	§ Case No.: 20-42492
<i>et al.</i>	§
	§
Debtors.¹	§ Jointly Administered

**MONTHLY FEE STATEMENTS OF FOLEY & LARDNER LLP
FOR COMPENSATION FOR SERVICES AND REIMBURSEMENT OF EXPENSES
AS COUNSEL TO THE DEBTORS FOR THE PERIOD OF
MARCH 1, 2021 TO MARCH 31, 2021**

On March 1, 2021, the Honorable Brenda T. Rhoades, Chief Bankruptcy Judge for the United States Bankruptcy Court for the Eastern District of Texas (the “**Court**”) entered an *Amended Order Granting Motion for Administrative Order Under Bankruptcy Code Sections 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (the “**Interim Compensation Order**”) [Docket No. 153]. Pursuant to the Interim Compensation Order, Foley & Lardner LLP (“**Foley**”), counsel for Spherature

¹ The “**Debtors**” in the above-captioned jointly administered chapter 11 bankruptcy cases (“**Cases**”) are: Spherature Investments LLC EIN#5471; Rovia, LLC EIN#7705; WorldVentures Marketing Holdings, LLC EIN#3846; WorldVentures Marketplace, LLC EIN#6264; WorldVentures Marketing, LLC EIN#3255; WorldVentures Services, LLC EIN#2220.

**MONTHLY FEE STATEMENTS OF FOLEY & LARDNER LLP FOR COMPENSATION FOR SERVICES
AND REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE DEBTORS FOR THE PERIOD OF
MARCH 1, 2021 TO MARCH 31, 2021**

Investments LLC (“**Spherature**”), together with its affiliates identified herein, as debtors and debtors-in-possession (collectively, the “**Debtors**”), submits these monthly fee statements for services rendered and expense incurred for the periods of March 1, 2021 to March 31, 2021 (the “**Statement Periods**”).

I. Itemization of Services Rendered by Foley:

A. The following is a list of individuals and their respective titles that provided services during the Statement Period. It includes information regarding their respective billing rate and the total number of hours spent by each individual providing services during the Statement Period for which Foley seeks compensation.

SUMMARY

Service Provider	Initials	Title	Hours	Rate	Amount
Aaron E. Chibli	AEC	Associate	228.70	\$635.00	\$145,224.50
Abigail K. Drake	AKD	Associate	12.00	\$535.00	\$6,420.00
Brooke C. Bahlinger	BCB	Associate	68.40	\$440.00	\$30,096.00
Brandon C. Marx	BCM	Associate	176.40	\$635.00	\$112,014.00
Brantley Smith	BS	Associate	73.70	\$470.00	\$34,639.00
Emily F. Shanks	EFS	Associate	155.90	\$475.00	\$74,052.50
Stephen Jones	SJ	Associate	205.40	\$440.00	\$90,376.00
Debbie E. Green	DEG	Of Counsel	63.40	\$620.00	\$39,308.00
Stacy R. Obenhaus	SRO	Of Counsel	2.00	\$830.00	\$1,660.00
Angela A. Henes	AAAM	Other	1.30	\$215.00	\$279.50
Sean Gasser	SG	Other	2.20	\$215.00	\$473.00
Nita J. Overton	NJOV	Paralegal	24.90	\$330.00	\$8,217.00
Tanya C. Durham	TCD	Paralegal	107.10	\$305.00	\$32,665.50
Carrie B. Hoffman	CBHO	Partner	0.30	\$835.00	\$250.50
Ethan D. Lenz	EDL	Partner	2.20	\$1,115.00	\$2,453.00
Jane D. Fergason	JDF	Partner	11.60	\$880.00	\$10,208.00
Marcus A. Helt	MAH	Partner	65.00	\$915.00	\$59,475.00
Robert T. Slovak	RTS	Partner	202.70	\$810.00	\$164,187.00
Steven C. Lockhart	SCL	Partner	186.40	\$805.00	\$150,052.00
Thomas Charles Scannell	TCS	Partner	19.80	\$725.00	\$14,355.00
Terrell Miller	TM	Partner	1.20	\$810.00	\$972.00
Totals			1,610.60		\$977,377.50

MONTHLY FEE STATEMENTS OF FOLEY & LARDNER LLP FOR COMPENSATION FOR SERVICES AND REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE DEBTORS FOR THE PERIOD OF MARCH 1, 2021 TO MARCH 31, 2021

B. The time records of Foley consisting of a daily breakdown of the time spent by each person on each day, and detail as to the disbursements incurred are attached as **Exhibit A** to this Statement.

II. Itemization of Services Rendered and Disbursements Incurred by Category

A. The following itemization presents the services rendered by Foley by Task Codes, and provides a summary of disbursements incurred by code of disbursement.

1. Services Rendered

The following services were rendered in the following Task Codes:

Task Code	Task Description	Hours	Amount
B110	B110 - Case Administration	120.20	78,956.50
B120	B120 - Asset Analysis and Recovery	8.30	7,594.50
B130	B130 - Asset Disposition	19.80	14,994.00
B140	B140 - Relief from Stay/Adequate Protection Proceedings	4.80	3,024.00
B150	B150 - Meetings of and Communications with Creditors	6.60	3,759.00
B160	B160 - Fee/Employment Applications	11.00	5,609.50
B170	B170 - Fee/Employment Objections	0.50	220.00
B190	B190 - Other Contested Matters (excluding assumption/rejection motions)	41.60	19,422.50
B210	B210 - Business Operations	8.50	5,595.50
B230	B230 - Financing/Cash Collections	7.20	5,353.00
B320	B320 - Plan and Disclosure Statement (including Business Plan)	5.50	2,420.00
B440	B440 - Adverse Proceedings	1,376.60	830,429.00
Totals		1,610.60	\$977,377.50

A detailed itemization of the services rendered in each of the Task Codes is set forth in

Exhibit A.

MONTHLY FEE STATEMENTS OF FOLEY & LARDNER LLP FOR COMPENSATION FOR SERVICES AND REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE DEBTORS FOR THE PERIOD OF MARCH 1, 2021 TO MARCH 31, 2021

2. Disbursements Incurred

The disbursements incurred by Foley for this Statement are as follows:

Description	Amount
Color Photocopying Charges	\$39.75
Depositions / Transcripts, Exams	\$10,409.49
Litigation Services - Hosting	\$1,700.00
Meals	\$283.75
Other Expenses	\$1,738.00
Other Fees	\$4,585.54
Photocopying Charges	\$13.20
Recording / Filing Fees	\$350.00
Shipping Charges	\$171.72
Westlaw	\$6,187.50
Expenses Incurred Total	\$25,478.95

3. Accordingly, the amount of compensation and expenses payable for this Statement Period is \$479,722.15 which is calculated as follows:

Total Fees for Services Rendered During Statement Period	\$977,377.50
Twenty Percent (20%) Holdback	- \$195,475.50
Fees Minus Holdback	\$781,902.00
Costs (100%)	+ \$25,478.95
TOTAL	\$807,380.95

WHEREFORE, pursuant to the Interim Compensation Order, Foley respectfully requests payment of (1) \$781,902.00 (80% of \$977,377.50) on account of actual, reasonable, and necessary professional services rendered to the Debtors by Foley and (2) reimbursement of actual and necessary costs and expenses in the amount of \$25,478.95 incurred by Foley of behalf of the Debtors, for a total reimbursement request of \$807,380.95.

MONTHLY FEE STATEMENTS OF FOLEY & LARDNER LLP FOR COMPENSATION FOR SERVICES AND REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE DEBTORS FOR THE PERIOD OF MARCH 1, 2021 TO MARCH 31, 2021

DATED: April 28, 2021

Respectfully submitted:

/s/ Marcus A. Helt

Marcus A. Helt (TX 24052187)

Thomas C. Scannell (TX 24070559)

Stephen A. Jones (TX 24101270)

FOLEY & LARDNER LLP

2021 McKinney Avenue

Suite 1600

Dallas, Texas 75201

Telephone: (214) 999-3000

Facsimile: (214) 999-4667

mhelt@foley.com

tscannell@foley.com

sajones@foley.com

**COUNSEL FOR THE DEBTORS
AND DEBTORS-IN-POSSESSION**

CERTIFICATE OF SERVICE

I hereby certify that on April 28, 2021, in accordance with the *Amended Order Granting Motion for Administrative Order Under Bankruptcy Code Sections 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expense of Professionals* [Docket No. 153], a true and correct copy of the foregoing document was served electronically, via email, on the following Notice Parties: Counsel for the Official Committee of Unsecured Creditors, the Office of the United States Trustee for the Eastern District of Texas, and Counsel for the Debtors' secured lenders.

/s/ Stephen A. Jones

Stephen A. Jones

**MONTHLY FEE STATEMENTS OF FOLEY & LARDNER LLP FOR COMPENSATION FOR SERVICES
AND REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE DEBTORS FOR THE PERIOD OF
MARCH 1, 2021 TO MARCH 31, 2021**

PAGE 5

EXHIBIT A

**MONTHLY FEE STATEMENTS OF FOLEY & LARDNER LLP FOR COMPENSATION FOR SERVICES
AND REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE DEBTORS FOR THE PERIOD OF
MARCH 1, 2021 TO MARCH 31, 2021**

PAGE 6



FOLEY & LARDNER LLP
2021 MCKINNEY AVENUE
SUITE 1600
DALLAS, TEXAS 75201
TELEPHONE (214) 999-3000
FACSIMILE (214) 999-4667
WWW.FOLEY.COM

WorldVentures Holdings LLC
Submit to Serengeti * do not mail
include cost backup & pdf copy of invoice
Plano, TX 75024

Date: April 27, 2021
Our Ref. No.: 636264-0021

Statement of Account

Outstanding Invoices:

Date	Invoice No.	Amount	Credits	Balance
04/19/2021	50197046	\$598,043.55	\$0.00	\$598,043.55
04/19/2021	50197047	\$331,559.64	\$0.00	\$331,559.64
Total Balance Outstanding:				\$929,603.19

Current Invoice:

Date	Invoice No.	Amount	Credits	Balance
04/27/2021	50202889	\$1,002,856.45	\$0.00	\$1,002,856.45
Total Amount Due:				\$1,932,459.64

Please reference your account number 636264-0021 and your invoice number 50202889 with your remittance payable to Foley & Lardner LLP. Payment is due promptly upon receipt of our invoice.

Federal Employer Number:
39-0473800



FOLEY & LARDNER LLP
2021 MCKINNEY AVENUE
SUITE 1600
DALLAS, TEXAS 75201
TELEPHONE (214) 999-3000
FACSIMILE (214) 999-4667
WWW.FOLEY.COM

WorldVentures Holdings LLC
Submit to Serengeti * do not mail
include cost backup & pdf copy of invoice
Plano, TX 75024

Date: April 27, 2021
Invoice No.: 50202889
Our Ref. No.: 636264-0021

Services through March 31, 2021

Amount due for professional services rendered regarding Post-Petition	\$977,377.50
--	--------------

Total Expenses:	\$25,478.95
-----------------	-------------

Amount Due:	\$1,002,856.45
--------------------	-----------------------

Please reference your account number 636264-0021 and your invoice
number 50202889 with your remittance payable to Foley & Lardner LLP.
Payment is due promptly upon receipt of our invoice.

Federal Employer Number:
39-0473800

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50202889

Page 2

Foley & Lardner LLP

April 27, 2021

Professional Services Detail

B110 - Case Administration

03/01/21	SJ	Various communications with courtroom deputy regarding orders and docket in bankruptcy cases (0.5); Communications with Stretto regarding service of documents and updates to case calendars (0.3); Communications with T. Scannell regarding notice party issues and responses to same (0.4); Communications with Larx team regarding updates and amendments to SOFAs and SOALs (0.3).	1.50	\$660.00
03/02/21	SJ	Draft and prepare responses to parties who receive notice of bankruptcy cases (0.4); Communications with Stretto regarding service of documents and docket updates (0.3); Communications with S. Baker at UST's office regarding quarterly fee payments (0.3); Review and analyze documents related to potential violations of the automatic stay (0.8).	1.80	\$792.00
03/03/21	MAH	Lengthy work on litigation issues, including intervention issues.	2.10	\$1,921.50
03/03/21	SJ	Communications with courtroom deputy regarding scheduling and setting motion to extend exclusivity for hearing (0.4); Communications with Stretto regarding service of documents and docket updates (0.3).	0.70	\$308.00
03/04/21	MAH	Work on MCA investigation.	1.60	\$1,464.00
03/04/21	SJ	Draft and prepare responses to various noticed party inquiries regarding of notices.	0.50	\$220.00
03/08/21	MAH	Lengthy work/analysis on cash/affiliate issues, sale issues, and virtual-currency issues.	4.60	\$4,209.00
03/08/21	SJ	Communications with Stretto regarding proofs of claim and responses to inquiries.	0.40	\$176.00
03/09/21	MAH	Lengthy work on APA issues (2.7); finalize analysis on affiliate issues (.9).	3.60	\$3,294.00
03/09/21	SJ	Review SOFA and SOAL amendments for lead case debtor, Spherature Investments LLC.	1.80	\$792.00
03/09/21	SJ	Review docket and filings related to upcoming hearings to calculate and coordinate timing of filings and strategy for same.	0.70	\$308.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50202889

Page 3

Foley & Lardner LLP

April 27, 2021

03/10/21	MAH	Lengthy work on plan-support deal.	2.20	\$2,013.00
03/10/21	SJ	Coordination and communications between Foley BK and Litigation team, Courtroom Deputy, and other parties concerning continuance of hearing on 3/16/21 and format change for hearing on 3/19/21.	0.80	\$352.00
03/11/21	EFS	Revise and edit motion to continue hearing on cash collateral and sale motion with S. Jones and assist S. Jones with issues incident thereto.	0.30	\$142.50
03/11/21	MAH	Lengthy work on sale issues.	2.70	\$2,470.50
03/11/21	SJ	Continue to review, analyze, and prepare amended SOFAs and SOALs.	2.70	\$1,188.00
03/11/21	SJ	Review and analyze amendments to SOFAs and SOALs (1.2); Call with T. Scannell regarding amended SOFAs and SOALs and other case procedure issues (0.7); Various communications with Larx and Stretto regarding amendments to SOFAs and SOALs (0.4).	2.30	\$1,012.00
03/11/21	SJ	Coordination and communications between Foley BK and Litigation team, Courtroom Deputy, and other parties concerning continuance of hearing on 3/16/21 and format change for hearing on 3/19/21 (1.1); Draft, prepare, and file amended notice of 3/19/21 hearing (0.7); Draft, prepare, and file motion to continue 3/16/21 hearing (1.5).	3.30	\$1,452.00
03/12/21	MAH	Lengthy work on affiliate / CC issues.	2.70	\$2,470.50
03/12/21	SJ	Communications and coordination with Stretto regarding service of notices and filings (0.4); Meeting with C. Mayer to discuss SOFA and SOAL amendments (0.5); Meeting with Larx and Stretto team regarding SOFA and SOAL amendments (0.6); Extensive communications with Foley, Larx, and Stretto teams regarding formatting and compliance issues related to amended to amended SOFAs and SOALs (0.9); Revise and finalize global note amendments for inclusion with amended SOFAs and SOALs (1.2); Conduct final comprehensive review and analysis of final drafts of amended SOFAs and SOALs and prepare same for filing (5.2).	8.80	\$3,872.00
03/13/21	SJ	Communications with Foley and Larx teams regarding filing of amended SOFAs and SOALs.	0.30	\$132.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50202889

Page 4

Foley & Lardner LLP

April 27, 2021

03/15/21	DEG	Telephone conference with Marcus Helt (.1); research concerning rule 2015 (.5); communications with Marcus Helt (.1); send email to Marcus Helt with materials (.1).	0.80	\$496.00
03/15/21	MAH	Prepare for and participate in call with putative class-action class (2.3); prepare for and participate in call with UCC on same (1.4); prepare for and participate in bidder calls (1.6).	5.30	\$4,849.50
03/15/21	SJ	Extensive communications with Stretto and Larx teams regarding amended SOFAs and SOALs (0.9); Research potential privacy and redaction issues for amended SOFA and SOAL filings (2.4); Continue to review, analyze, and work on issues and documents related to finalization of amended SOFAs and SOALs and prepare same for filing (4.1); Communications with Spherature representatives and Larx team regarding February MORs (0.2).	7.60	\$3,344.00
03/16/21	MAH	Prepare for and participate in call with interested investor (.7); follow-up analysis regarding proposed transaction structure (.9); work on MM proposal/issues (.8); analysis regarding issues raised by B. Lindemann (1.4).	3.80	\$3,477.00
03/16/21	SJ	Communications with T. Scannell on issues related to amended SOFAs and SOALs.	0.30	\$132.00
03/16/21	SJ	Conduct extensive research on financial reports and case law and compliance issues related to same (3.9); Begin to draft and prepare shells of financial reports for debtor entities (4.0).	7.90	\$3,476.00
03/16/21	SJ	Communications with Spherature team related to February MORs.	0.20	\$88.00
03/16/21	TCS	Confer with E. Toth regarding compensation protocol for claims and noticing agent.	0.30	\$217.50
03/17/21	MAH	Lengthy work with potential buyers / plan sponsor (3.4); lengthy work on APA review (.8).	4.20	\$3,843.00
03/17/21	SJ	Communications with Foley, Larx, and Spherature teams regarding amended SOFAs and SOALs.	0.30	\$132.00
03/17/21	SJ	Continue researching and working on issues related to financial reports and drafting of same.	2.90	\$1,276.00
03/18/21	MAH	Lengthy work on APA issues.	1.90	\$1,738.50
03/19/21	MAH	Lengthy work on litigation investigation.	2.10	\$1,921.50

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50202889

Page 5

Foley & Lardner LLP

April 27, 2021

03/19/21	SJ	Call with Stretto regarding final revisions to amended SOFAs and SOALs.	0.40	\$176.00
03/19/21	SJ	Communications with Spherature representatives and Larx team regarding February MORs.	0.30	\$132.00
03/21/21	MAH	Lengthy work on sale issues.	1.20	\$1,098.00
03/22/21	MAH	Prepare for and participate in lengthy discussion with MCA on settlement issues.	2.70	\$2,470.50
03/22/21	SJ	Numerous communications with various parties concerning continuance of bid procedures and cash collateral hearing.	0.60	\$264.00
03/22/21	SJ	Call with T. Scannell regarding case progress and issues related to upcoming hearing.	0.40	\$176.00
03/22/21	SJ	Review MORs and redact all bank account numbers and other sensitive information (1.4); Review final drafts of MORs, prepare same for filing, and send copies of bank statements and file-stamped MORs to UST's Office (1.3).	2.70	\$1,188.00
03/22/21	SJ	Communications with Stretto team regarding final drafts of amended SOFAs and SOALs.	0.30	\$132.00
03/22/21	SJ	Draft and prepare documents for upcoming hearing.	0.40	\$176.00
03/23/21	DEG	Send email to Tom Scannell (.1); review response (.1).	0.20	\$124.00
03/23/21	MAH	Lengthy work on MCA issues / CC order (2.1); work with CRO on operational/sale issues (1.4).	3.50	\$3,202.50
03/23/21	SJ	Draft and file W/E list (0.4); Review responses from UST and confer with Larx and Debtors regarding same (0.8); Review additional responses from UST and confer with Larx and Debtors regarding same (0.7); Draft, prepare, and send responses to UST regarding MOR inquires (0.9); Various communications with Stretto regarding service of documents and case management issues (0.4); Various communications and coordination with Foley team regarding issues related to filing of amended SOFAs and SOALs (0.5).	3.70	\$1,628.00
03/23/21	SJ	Draft, prepare, and file agreed motion and proposed order to continue hearing (1.1); Communications with the Court and parties regarding same (0.6).	1.70	\$748.00
03/24/21	MAH	Lengthy work on Seacret issues/litigation.	2.70	\$2,470.50

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50202889

Page 6

Foley & Lardner LLP

April 27, 2021

03/24/21	SJ	Communications with the Court regarding continuance of hearing (0.2); Draft, prepare, and file amended notice of hearing (0.3); Prepare wet-ink declarations in support of amended SOFAs and SOALs for send off to the Court (0.3); Communications with the Court regarding same (0.2); Communications with Stretto regarding service of new filings and language to include in service documents (0.5); Communications with Foley team regarding status of notice of redline comparisons for amended SOFAs and SOALs (0.2); Communications with B. Werner regarding status of redline filings for amended SOFAs and SOALs (0.2); Additional communications with Stretto regarding services of documents, new docket entries, and language of redline notices. (0.4).	2.30	\$1,012.00
03/25/21	MAH	Work on MCA proposal/plan issues (2.9); review/analyze APA issues (.9).	3.80	\$3,477.00
03/25/21	SJ	Communications with Foley team regarding new UCC appointment (0.2); Review and analyze recent filings in adversary proceedings for issues related to bankruptcy cases (1.5).	1.70	\$748.00
03/25/21	SJ	Communications with Foley and Larx teams regarding creditor information requests.	0.30	\$132.00
03/26/21	MAH	Work on settlement issues.	0.90	\$823.50
03/29/21	SJ	Communications with Spherature representatives and E. Toth regarding UCC data requests (0.5); Communications with T. Scannell regarding same (0.2); Prepare and configure data room for document deposits (1.0).	1.50	\$660.00
03/30/21	SJ	Call with M. Helt regarding issues related to upcoming hearing (0.4); Communications with UCC counsel regarding same (0.2).	0.60	\$264.00
03/31/21	MAH	Prepare for and participate in phone call with class-action counsel on settlement issues (1.8); finalize APA issues (.9).	2.70	\$2,470.50

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50202889

Page 7

Foley & Lardner LLP

April 27, 2021

03/31/21	SJ	Extensive communications with Foley team regarding strategy for upcoming hearing (1.3); Communications with Court regarding available dates for possible continuance (0.4); Continue drafting, preparing, and compiling documents for upcoming hearing (0.9).	2.60	\$1,144.00
----------	----	---	------	------------

Task Total: 120.20 \$78,956.50

B120 - Asset Analysis and Recovery

03/01/21	MAH	Work on litigation issues.	2.10	\$1,921.50
03/02/21	MAH	Work on litigation.	1.70	\$1,555.50
03/05/21	MAH	Work on litigation issues / investigation.	1.60	\$1,464.00
03/10/21	MAH	Lengthy work on litigation issues.	1.70	\$1,555.50
03/20/21	MAH	Work on MM sale terms/review.	1.20	\$1,098.00

Task Total: 8.30 \$7,594.50

B130 - Asset Disposition

03/01/21	JDF	Further reviewed changes to the APA. Analyzed versus prior drafts. Drafted and sent comments. Made revisions to the same.	1.90	\$1,672.00
03/02/21	JDF	Worked on APA issues.	0.40	\$352.00
03/04/21	JDF	Reviewed and responded to emails regarding APA.	0.30	\$264.00
03/09/21	JDF	Telephone conference with Marcus Helt regarding sale of company. Reviewed open business issues.	0.40	\$352.00
03/10/21	JDF	Reviewed and responded to emails regarding sale. Compiled and forwarded requested documents.	0.20	\$176.00
03/10/21	SJ	Continued analysis of issues and drafting of documents related to bid procedures and sale motion.	1.40	\$616.00
03/11/21	JDF	Reviewed and responded to multiple emails regarding open issues on sales transaction and APA.	0.30	\$264.00
03/11/21	SJ	Continued work on issues related to bid procedures and sale motion.	1.30	\$572.00
03/12/21	JDF	Follow up on comments to the APA.	0.20	\$176.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50202889

Page 8

Foley & Lardner LLP

April 27, 2021

03/15/21	JDF	Follow up on call with business people regarding APA. Reviewed and responded to emails regarding the same.	0.20	\$176.00
03/15/21	TCS	Attend to issues regarding sale process (.6); confer with E. Toth and client team regarding same (.3); telephone and email communications with Committee counsel regarding same issues (.4).	1.30	\$942.50
03/16/21	JDF	Reviewed and responded to emails regarding APA. Began review of changes.	0.60	\$528.00
03/17/21	JDF	Further reviewed changes to APA. Compared to our draft. Drafted and sent comments and thoughts to APA.	1.20	\$1,056.00
03/19/21	JDF	Began review of the revised Seacrest APA.	1.40	\$1,232.00
03/19/21	MAH	Work on sale issues (.8); work with CRO on operational solutions (.9).	1.70	\$1,555.50
03/22/21	JDF	Finalized review of Secrest Agreement. Compared business terms to other APA. Drafted and sent email regarding the same.	1.40	\$1,232.00
03/22/21	SJ	Conference call with Foley team, Larx team, and counsel for the secured lender regarding plan and sale issues.	0.70	\$308.00
03/25/21	JDF	Follow up on comments to APA. Compared Secrest terms to MetalMark.	0.30	\$264.00
03/25/21	SJ	Communications with Foley and Larx teams regarding asset sale issues.	0.40	\$176.00
03/29/21	JDF	Follow up on APA.	0.10	\$88.00
03/30/21	JDF	Telephone conference with Marcus Helt. Began drafting new LOI for stalking horse. Reviewed other LOIs regarding terms. Reviewed Metalmark APA regarding specific terms for LOI. Telephone conference with Marcus Helt. Reviewed and responded to emails regarding the same.	2.40	\$2,112.00
03/30/21	SJ	Research issues related to binding-term sheets for use in asset disposition (0.8); Communications with Foley corporate attorneys regarding same (0.6).	1.40	\$616.00
03/31/21	JDF	Reviewed revised LOI. Reviewed and responded to emails regarding results of call with stalking horse.	0.30	\$264.00
Task Total:			19.80	\$14,994.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50202889

Page 9

Foley & Lardner LLP

April 27, 2021

B140 - Relief from Stay/Adequate Protection Proceedings

03/02/21	SJ	Draft and prepare cease and desist letter to J. Renken regarding Facebook posts and potential violations of the automatic stay (1.1).	1.10	\$484.00
03/09/21	SJ	Communications with Foley BK and litigation teams regarding possible violations of the automatic stay.	0.50	\$220.00
03/22/21	TCS	Attend to stay relief issues with B. Lindemann (.4); confer with M. Helt regarding strategic response to insurance policy inquiry (.2); email exchange with B. Lindemann regarding same (.2).	0.80	\$580.00
03/23/21	TCS	Attend to insurance issues in connection with potential resolution of Lindemann stay relief request (.2); analyze costs incurred under D&O policy (.2); evaluate insurance policies (.3); email exchange with client team regarding same (.2); email exchange with B. Lindemann regarding same issues (.2).	1.10	\$797.50
03/25/21	TCS	Email exchange with B. Lindemann regarding insurance policy issues in connection with stay relief request.	0.20	\$145.00
03/26/21	TCS	Attend to issues regarding Lindemann stay relief and motion to compel (.2); revise draft confidentiality agreement (.4); email exchange with Lindemann regarding same (.2); confer with client team regarding insurance policies (.3).	1.10	\$797.50
Task Total:			4.80	\$3,024.00

B150 - Meetings of and Communications with Creditors

03/01/21	SJ	Communications with UCC counsel regarding case docket and entry of order.	0.20	\$88.00
03/15/21	SJ	Conference call with Foley team, UCC counsel, and B. Lindemann regarding resolution of issues related to notice of cases, informational disclosures, and employment applications.	1.20	\$528.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50202889

Page 10

Foley & Lardner LLP

April 27, 2021

03/17/21	TCS	Extended telephone conference with Committee counsel regarding myriad of case issues (1.3); attend to follow-up issues post-conference regarding insurance policies, cash collateral use, sale process, and cash management (.6); confer with E. Toth and M. Helt regarding updated cash collateral budget, cash management issues and related issues resulting from Committee call (.3); email exchange with B. Lindemann regarding same issues (.2).	2.40	\$1,740.00
03/18/21	TCS	Telephone conference with B. Lindemann regarding insurance issues, supplemental disclosures and class claim relief.	0.60	\$435.00
03/23/21	SJ	Review proposed order on UCC information motion (0.4); Communications with Foley team and UCC counsel regarding same (0.2).	0.60	\$264.00
03/25/21	SJ	Communications with T. Scannell regarding UCC data requests and other case management issues.	0.30	\$132.00
03/30/21	SJ	Communications with Spherature representatives regarding UCC data requests (0.6); Communications with UCC counsel regarding same (0.2).	0.80	\$352.00
03/31/21	SJ	Communications with UCC counsel regarding issues related to upcoming hearing (0.3); Communications with Spherature representatives and E. Toth regarding UCC data disclosures (0.2).	0.50	\$220.00
Task Total:			6.60	\$3,759.00

B160 - Fee/Employment Applications

03/09/21	SJ	Revise and prepare supplemental declaration in support of Foley employment application (1.5); Communications with billing department regarding pre-petition fees (0.3.).	1.80	\$792.00
03/10/21	SJ	Draft and prepare documents related to monthly statements of Foley Fees (1.7); Draft and prepare shells for Foley and Larx fee applications (1.2); Various communications with Larx regarding interim compensation procedures and preparation of monthly statements (0.5); Review, analyze, and format billing statements for inclusion in monthly statements (1.5).	4.90	\$2,156.00
03/11/21	SJ	Continued work on issues related to preparation of Foley monthly statements.	1.60	\$704.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50202889

Page 11

Foley & Lardner LLP

April 27, 2021

03/15/21	TCS	Attend to issues regarding motion to compel supplemental disclosure (.6); telephone conference with B. Lindemann regarding same issues (.8).	1.40	\$1,015.00
03/18/21	TCS	Revise supplemental declaration.	0.90	\$652.50
03/29/21	TCS	Attend to issues regarding supplemental declaration for Foley employment (.2); confer with M. Helt regarding same (.2).	0.40	\$290.00
Task Total:			11.00	\$5,609.50

B170 - Fee/Employment Objections

03/23/21	SJ	Conduct initial review of professional fee monthly statements for UCC professionals.	0.50	\$220.00
Task Total:			0.50	\$220.00

B190 - Other Contested Matters (excluding assumption/rejecti

03/05/21	NJOV	Research Local Rules of the U.S. Bankruptcy District Court for the Eastern District regarding procedures for Admission Pro Hac Vice; [.20] telephone communications with U.S. Bankruptcy Clerk regarding same; (.10) analysis with D. Green regarding same; [.10] prepare draft Application for Admission Pro Hac Vice and Order for D. Green and forward same for further review; [.60].	1.00	\$330.00
03/18/21	SJ	Research issues related to extension of time to file notice of removal (2.1); Draft and prepare motion and accompanying order to extend deadline to file notices of removal (4.2).	6.30	\$2,772.00
03/18/21	SJ	Research issues related to data disclosure, confidentiality issues, alternative methods of service, and extension of bar date.	2.40	\$1,056.00
03/19/21	SJ	Conduct final review of motion and order to extend removal period and file same.	0.60	\$264.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50202889

Page 12

Foley & Lardner LLP

April 27, 2021

03/19/21	SJ	Extensive research on issues related to redaction of confidential information in SOFAs and SOALs, providing notice and service via email, and modifying bar date for specific group of claimants (6.1); Draft and prepare motion, proposed order, and exhibits to protect confidential information in amended SOALs, provide notice to certain individuals via email, and adjust claims bar date for newly noticed individuals (5.8).	11.90	\$5,236.00
03/22/21	DEG	Review email from Stephen Jones (.1); respond to same (.1); work on motion (4.3); review email from Stephen Jones (.1); review email from Stephen Jones and proposed order (.1); respond to same (.1); work on proposed order (.2); send email to Stephen Jones (.1); review response (.1); review email from Stephen Jones (.1); respond to same (.1).	5.40	\$3,348.00
03/22/21	SJ	Draft and prepare notice package and proposed order for confidentiality motion related to SOAL Schedule G (2.6); Conduct final review of motion, proposed order, and notice package before sending to D. Green (0.5); Review edits from D. Green and prepare final versions of motion, order, and exhibits for filing (1.2).	4.30	\$1,892.00
03/23/21	SJ	Conduct final review of Schedule G notice motion, proposed order, and notice package related to WV Marketing LLC and file same.	0.90	\$396.00
03/23/21	TCS	Finalize and file motion for claim extension and notice protocol for Schedule G sales reps (.7); email exchange with B. Lindemann regarding same (.2).	0.90	\$652.50
03/25/21	SJ	Draft and prepare non-disclosure and confidentiality agreement pertaining to Schedule G notice motion (2.2); Communications with Foley corporate team regarding same (0.3).	2.50	\$1,100.00
03/26/21	SJ	Continue to draft and prepare non-disclosure and confidentiality agreement pertaining to Schedule G notice motion (3.4); Communications with T. Scannell regarding same (0.2); Research issues related to same (0.3).	3.90	\$1,716.00
03/31/21	SJ	Review and analyze lift stay motion and motion to compel (0.8); Begin to draft and prepare responses to same for potential filings (0.7).	1.50	\$660.00
Task Total:			41.60	\$19,422.50

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50202889

Page 13

Foley & Lardner LLP

April 27, 2021

B210 - Business Operations

03/01/21	SJ	Communications with S. Davies and E. Toth regarding tax issues.	0.40	\$176.00
03/02/21	SJ	Additional communications with S. Davies, E. Toth, and Spherature team regarding state tax issues (0.4); Calls with California tax revenue representative regarding assessment of pre-petition taxes (0.6); Follow-up with S. Davies, E. Toth, and Spherature team regarding same (0.5).	1.50	\$660.00
03/08/21	SJ	Meeting with T. Scannell, E. Toth, and Spherature representatives regarding status of international entities and potential cash flow issues (1.2); Follow-up meeting with T. Scannell regarding same (0.5).	1.70	\$748.00
03/08/21	TCS	Confer with client team regarding international affiliate issues and global case exit strategy.	1.10	\$797.50
03/17/21	EDL	Telephone conference with M. Helt regarding directors and officers liability insurance; consider issues regarding same.	0.40	\$446.00
03/18/21	EDL	Communications with M. Helt regarding directors and officers liability insurance issues; initial review of insurance policy forms.	0.40	\$446.00
03/19/21	EDL	Review of directors and officers liability insurance policies; memo to M. Helt regarding same.	1.40	\$1,561.00
03/23/21	SJ	Pull, analyze, and compile insurance policies for disclosure to interested party (0.9); Communications with T. Scannell regarding same (0.3).	1.20	\$528.00
03/23/21	TCS	Confer with M. Boey, counsel to WebLoyalty, regarding post-petition ordinary course services.	0.20	\$145.00
03/26/21	SJ	Communications with T. Scannell regarding tax-payment issues.	0.20	\$88.00
Task Total:			8.50	\$5,595.50

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50202889

Page 14

Foley & Lardner LLP

April 27, 2021

B230 - Financing/cash Collections

03/02/21	MAH	Finalize CC issues.	0.70	\$640.50
03/10/21	TCS	Attend to issues regarding cash collateral (.7); email and telephone communications with committee counsel regarding same issues (.4); confer with client team regarding same issues (.6).	1.70	\$1,232.50
03/16/21	TCS	Confer with committee counsel and lender's counsel regarding cash collateral issues.	0.40	\$290.00
03/17/21	TCS	Attend to cash collateral issues (.2); telephone conference with lender's counsel regarding status of APA and impact of same on next interim cash collateral order (.4).	0.60	\$435.00
03/18/21	TCS	Attention to cash collateral budget issues (.3); confer with E. Toth regarding updated budget (.3); email exchange with Committee counsel and lender's counsel regarding same (.2).	0.80	\$580.00
03/22/21	TCS	Attend to cash collateral issues (.6); communications with lender's counsel, Committee counsel and client team regarding same (.3); prepare witness and exhibit list and corresponding exhibits for same (.8).	1.70	\$1,232.50
03/26/21	TCS	Attend to cash collateral issues (.4); email exchange with lender's counsel regarding same (.2); receive and review updated draft of proposed fourth interim cash collateral order (.7).	1.30	\$942.50
Task Total:			7.20	\$5,353.00

B320 - Plan and Disclosure Statement including Business Plan

03/02/21	SJ	Prepare and finalize draft of motion to extend exclusivity (0.6); Communications with T. Scannell and M. Helt regarding same (0.3); Communications with courtroom deputy regarding scheduling and setting same for hearing (0.4); File same with Court via PACER (0.2).	1.50	\$660.00
03/28/21	SJ	Communications with M. Helt and T. Scannell regarding extension of exclusivity period.	0.40	\$176.00
03/29/21	SJ	Continue drafting, preparing documents related to plan and disclosure statement and researching issues related to same.	3.20	\$1,408.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50202889

Page 15

Foley & Lardner LLP

April 27, 2021

03/31/21	SJ	Draft, prepare, and file certificate of no objection to motion to extend exclusivity.	0.40	\$176.00
----------	----	---	------	----------

Task Total:	5.50	\$2,420.00
-------------	------	------------

B440 - Adverse Proceedings

03/01/21	AEC	Various discussions with Steven Lockhart, Melissa Huff, Eric Toth, Dean Calvert, and Joshua Matthews regarding WorldVentures' data collection, including collection of confidential information that Eddie Head had access to while at WorldVentures (4.6); prepare and submit WorldVentures' document review strategies and instructions to the Foley team (.6); review and analyze recordings, marketing/promotional materials, and Nov. 26 Zoom video meeting between Izhak Shabat and WorldVentures' representatives and prepare summary of relevant quotes, along with discussions with Rob Slovak, Emily Shanks, and Michael Poates regarding same (2.9); review and analyze potentially responsive documents and communications, including reviewing for confidentiality and privilege, along with responding to document review questions while conducting review (5.1).	13.20	\$8,382.00
03/01/21	AKD	Review documents for production in Eddie Head litigation.	3.40	\$1,819.00
03/01/21	BCM	Participate in conference call with trial team regarding case update and tasks [.5]; review and analyze documents for production in response to Head's requests for production [7.1].	7.60	\$4,826.00
03/01/21	BS	Analyze case law regarding same; outline brief in support of preliminary injunction; draft brief in support of preliminary injunction; correspond with A. Chibli regarding discovery; analyze documents provided by client for document production.	4.30	\$2,021.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50202889

Page 16

Foley & Lardner LLP

April 27, 2021

03/01/21	DEG	Review email from Marcus Helt (.1); review email from Marcus Helt regarding motion to intervene (.1); respond to same (.1); strategy conference call with Marcus Helt (.1); review email from Steven Lockhart (.1); review and analyze UCC's Motion to Intervene (1.0); respond to same (.1); telephone conference with Marcus Helt (.1); review email from Steven Lockhart (.1); respond to same (.1); review email from Steven Lockhart (.1); respond to same (.1); review communications from Marcus Helt (.1); respond to same (.1).	2.30	\$1,426.00
03/01/21	DEG	Research relating to intervention.	7.20	\$4,464.00
03/01/21	EFS	Review documents in preparation for production to Head (5.1); draft, revise, and edit motion to continue preliminary injunction hearing and order on the same (2.0); communicate with court regarding potential continuance to preliminary injunction hearing and available hearing dates (.4); attention to issues incident to preservation of video evidence (2.0); coordinate affidavit with video preservation vendor (.4); analyze employment law consideration issues with B. Smith and assist B. Smith with issues incident to employment law research (.5); correspond with A. Chibli regarding doc production and strategy (1.0); call with litigation team regarding tasks needed going forward and strategy to ensure no duplication of effort (.8).	12.20	\$5,795.00
03/01/21	RTS	Edit and revise complaint against Seacret; analysis with trial team regarding discovery issues and regarding strategy with regard to UCC intervention; prepare for and attend Board meeting regarding litigation strategy.	4.60	\$3,726.00
03/01/21	RTS	Analysis of key documents located in discovery review to use in depositions; analysis with Steven Lockhart regarding strategy for various issues to prepare for TI hearing against Head and related tasks; edit and revise application for PI against Seacret; review and analysis of new videos and documents related to same.	3.80	\$3,078.00
03/01/21	SCL	Work on and update Head and deposition outlines (1.0).	1.00	\$805.00
03/01/21	SCL	Analyze newly published Seacret videos for potential additional claims.	0.40	\$322.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50202889

Page 17

Foley & Lardner LLP

April 27, 2021

03/01/21	SCL	Conferral call from UCC counsel regarding intervention (.3).	0.30	\$241.50
03/01/21	SCL	Call with Paul Jenkins, Dean Calvert and Josh Matthews regarding confidential information discovery production and export strategy (.3); analysis UCC intervention motion (.4); call with WorldVentures board regarding Seacret lawsuit strategy (1.4); post-board debrief with Eric Haynes and Rob Slovak regarding Seacret litigation filing and discovery strategy (.2); work on preliminary injunction hearing and discovery strategy, including analysis supporting evidence, prior testimony and hearing argument, potential areas of inquiry and witness examination strategy and scope (2.6).	4.90	\$3,944.50
03/01/21	SCL	Revise continuance motion and proposed order (.2); revise Seacret complaint (1.2).	1.40	\$1,127.00
03/01/21	SG	Conducted background research for Jesse McPherson, sales rep for Secret Direct. (Lockhart).	1.20	\$258.00
03/01/21	SJ	Meeting with Foley litigation team regarding document review and informational disclosures related to Head litigation (0.5); Various communications with Foley team regarding information discovered during document review process (1.2); Various communications with Foley team regarding information pulled from data room in response to discovery requests (0.3); Extensive review, analysis, and categorization of documents for production in Head litigation (9.9).	11.90	\$5,236.00
03/01/21	TCD	Attend teleconference regarding case status and instructions for various tasks; exchange emails with PageVault representative regarding status of video clips and cost estimate.	0.50	\$152.50

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50202889

Page 18

Foley & Lardner LLP

April 27, 2021

03/02/21	AEC	Conference call with WorldVentures' team regarding strategy and immediate action items (.5); conference call with Paul Jenkins and Rob Slovak to discuss relevant issues regarding Rovia (.6); various discussions with conference call with Melissa Huff, Brandon Marx, Emily Shanks, Brooke Bahlinger, Stephen Jones, and Brantley Smith to discuss document review parameters regarding responsiveness, confidentiality, and privilege issues, along with key witnesses and relevant events (.9); various discussions with Michael Poates, Rob Slovak, and Steven Lockhart regarding key documents and relevant issues at dispute in case (1.2); prepare timeline of key events in November regarding marketing/promotional materials (.7); discussions and analysis with team regarding corporate representative topics (.4).	4.30	\$2,730.50
03/02/21	AEC	Extensive review and analysis of potentially responsive documents and communications, including reviewing for confidentiality and privilege issues, along with responding to Foley team regarding issues and questions relating to key documents, relevant witnesses, and scope of discovery.	7.80	\$4,953.00
03/02/21	BCB	Analyze and review documents for production; consult and discuss with case team; analyze and review RFPs and hot documents regarding same.	6.90	\$3,036.00
03/02/21	BCM	Participate in conference call with document review team regarding review protocol [.8]; review and analyze documents for production in response to Head's requests for production [5.5]; draft responses and objections to Head's requests for production [.4].	6.70	\$4,254.50
03/02/21	BS	Correspond with A. Chibli, E. Shanks, R. Slovak, S. Jones, B. Bahlinger, and S. Lockhart regarding discovery; analyze documents provided by client for document production.	7.10	\$3,337.00
03/02/21	DEG	Conference call with Steven Lockhart (.1); conference call with Steven Lockhart (.5); send email to team regarding recommendation (.1).	0.70	\$434.00
03/02/21	DEG	Research on issues related to objection to UCC's motion to intervene (8.4); review and analyze email from Steven Lockhart and background documents (2.0).	10.40	\$6,448.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50202889

Page 19

Foley & Lardner LLP

April 27, 2021

03/02/21	EFS	Calls with litigation team regarding document review; doc review for production to Head (1.5); discuss relevance and privilege issues related to document review for document production for Head (2.4); assist other associates in determining relevance and attorney-client privilege issues with document review (1.4); correspond with court regarding motion to continue preliminary injunction hearing, revise and edit motion to continue PI hearing and order and file with court (.4); manage preservation of video evidence (.5); continue document review with attention to attorney-client privilege, relevance issues and code and review documents for production to Head (2.8).	9.00	\$4,275.00
03/02/21	RTS	Edit and revise depo outline for Eddie Head; analysis with trial team regarding strategy for responses to discovery and production issues; edit and revise motion for continuance of TRO hearing; analysis with trial team regarding case status and strategy.	3.00	\$2,430.00
03/02/21	RTS	Draft, edit and revise application for PI and complaint against Seacret; review and analysis of new videos and websites related to same; telephone conference with Michael Poates regarding background facts and issues related to videos and evidence of intellectual property infringement; telephone conference with Wayne Nugent and his counsel regarding background facts and discovery issues.	5.70	\$4,617.00
03/02/21	SCL	Conduct Wayne Nugent interview (1.8); analysis of Seacret publications and promotions (1.9); call with Paul Jenkins regarding intellectual property and potential copy right and trademark issues (4).	4.10	\$3,300.50
03/02/21	SCL	Analysis of data room information regarding potential disclosure in Head lawsuit (.6); analyze potential arguments and strategies for UCC intervention response (.6); coordinate with Eric Haynes regarding Seacret lawsuit claims and allegations strategy, Head litigation discovery strategy and Seacret agent trademark infringement response strategy (.5); work on preliminary injunction hearing and discovery strategy, including analysis supporting evidence, prior testimony and hearing argument, potential areas of inquiry and witness examination strategy and scope (1.6).	3.30	\$2,656.50

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50202889

Page 20

Foley & Lardner LLP

April 27, 2021

03/02/21	SCL	Draft/edit multiple versions of Seacret complaint (1.1).	1.10	\$885.50
03/02/21	SG	Conducted vendor database and internet searches for email addresses of the following individuals: Junior Davis, Jefferson Santos, Erik Gusevik, Rismann Melodie and Las Fox. (Durham).	1.00	\$215.00
03/02/21	SJ	Meeting with S. Lockhart regarding data room documents and production of same in Head litigation (0.5); Meeting with S. Lockhart and E. Toth regarding data room documents (0.6); Meeting with Foley litigation team regarding progress, strategy, and issues related to document review in Head litigation (0.8); Communications with E. Toth regarding format and operation issues for Head litigation data room (0.4); Various communications with Foley litigation team regarding documents located during document review and analysis of issues related to same (0.8); Continue to review, compile, analyze, and prepare documents for production in Head litigation (5.5).	8.60	\$3,784.00
03/02/21	TCD	Finalize litigation hold/cease & desist letter to Jesse Macpherson; send email and Federal Express to Jesse Macpherson forwarding litigation hold/cease & desist letter; exchange emails with Sean Gasser, research department, regarding search for email addresses and/or physical addresses relating to Junior Davis, Erik Gusevik, Rissman Melodie and Las Fox in order to send cease & desist letters; telephone conference with Rob Slovak regarding instructions for drafting cease & desist letters; review multiple emails from Rob Slovak, Aaron Chibli and Brandon Marx forwarding various case-related materials, including client documents, correspondence with client, court filings, hearing notices, and organize same into electronic files.	3.90	\$1,189.50

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50202889

Page 21

Foley & Lardner LLP

April 27, 2021

03/03/21	AEC	Review and analyze potentially responsive documents and communications, including conducting quality control analysis with Brandon Marx regarding privilege, confidentiality, and relevance issues, and various discussions with document review team regarding same in anticipation of WorldVentures' impending productions (8.9); discussions with Joshua Matthews and Melissa Huff regarding further document collection (.7); discussions with Stephen Jones regarding documents and communications recently uploaded to data room (.6).	10.20	\$6,477.00
03/03/21	AEC	Revise draft of Seacret complaint, inserting additional citations and exhibits and incorporating Rob Slovak's and Steven Lockhart's analysis regarding same.	1.20	\$762.00
03/03/21	AKD	Continue to review documents for production.	4.60	\$2,461.00
03/03/21	BCB	Analyze and review documents for production; consult with team regarding document production and next steps.	7.80	\$3,432.00
03/03/21	BCM	Participate in trial team conference call regarding case tasks lists and strategy [.5]; draft responses and objections to Head's request for production [4]; review and analyze documents for production in response to Head's requests for production [3.5]; perform privilege quality control on document production [2].	10.00	\$6,350.00
03/03/21	BS	Correspond with A. Chibli, E. Shanks, R. Slovak, S. Jones, B. Bahlinger, and S. Lockhart regarding discovery; analyze documents provided by client for document production.	8.30	\$3,901.00
03/03/21	DEG	Work on brief for objection to UCC's motion to intervene.	8.50	\$5,270.00
03/03/21	DEG	Review email from Steven Lockhart (.1); review email from Emily Shanks and attachment (.1); telephone conference with Marcus Helt (.1); review email from Steven Lockhart (.1); respond to same (.1); review email from Steven Lockhart (.1); review email from Emily Shanks and attachment (.1); respond to same (.1); review email from Emily Shanks (.1); review email from Steven Lockhart (.1); review email from Steven Lockhart (.1); review email from Emily Shanks (.1).	1.20	\$744.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50202889

Page 22

Foley & Lardner LLP

April 27, 2021

03/03/21	EFS	Continue reviewing documents in preparation for production to Head (4.0); participate in calls with litigation team to discuss strategy and tasks going forward to ensure no duplication of efforts (1.0); draft, revise and edit w/e list for objection to UCC's motion to intervene (.4), attention to preservation of video evidence and issues incident to video evidence cited in complaint against Seacret (1.5); analyze and discuss document production and assist with issues incident to the same (2.0); Review and revise NOH, communicate with the court regarding the same, and file, serve NOH and extended TRO (.6); correspond with A. Drake regarding facts necessary for document review and questions for document review (.4); assist A. Chibli with drafting citations to insert in complaint and assist in gathering evidence for complaint (2.0).	11.90	\$5,652.50
03/03/21	RTS	Edit and revise Seacret complaint; analysis with Steven Lockhart regarding same; edit and revise cease and desist letters to various parties regarding use of intellectual property; edit and revise demand to return confidential information to Seacret.	2.50	\$2,025.00
03/03/21	RTS	Review and analysis of proposed protective order comments from opposing counsel; review and analysis of documents responsive to discovery and discuss with document review team; analysis regarding privilege issues.	5.20	\$4,212.00
03/03/21	SCL	Court required conferral by e-mails and telephone with Head's counsel regarding scheduling order deadline extension, deposition witnesses and schedule, and confidentiality and protective order (.9).	0.90	\$724.50
03/03/21	SCL	Analysis of Seacret "Accelerate" promotion excerpts (1.4).	1.40	\$1,127.00
03/03/21	SCL	Review and revise multiple drafts of confidentiality and protective order (.4); revise and finalize Seacret complaint (1.2).	1.60	\$1,288.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50202889

Page 23

Foley & Lardner LLP

April 27, 2021

03/03/21	SCL	Coordinate with Chip Koons (Digital Discovery) regarding Wayne Nugent ESI retrieval protocol and strategy (.4); analysis of potential trademark violations and claims (.3); work on preliminary injunction hearing and discovery strategy, including analysis supporting evidence, prior testimony and hearing argument, potential areas of inquiry and witness examination strategy and scope, and communications with trial team regarding same (1.8).	2.50	\$2,012.50
03/03/21	SCL	Review and revise written discovery responses including analysis of objections to same (1.1).	1.10	\$885.50
03/03/21	SJ	Meeting with Foley litigation team regarding progress, strategy, and issues related to document review in Head litigation (1.2); Various and extensive communications with Foley litigation team regarding documents located during document review and analysis of issues related to same (1.8); Communications with E. Toth regarding issues related to data Head litigation data room (0.4); Communications with E. Toth and S. Davies regarding financial information in data room (0.5); Review and analyze email and data disclosures from S. Davies for potential production in Head litigation (3.5); Continue to review, compile, analyze, and prepare documents for production in Head litigation (6.5).	13.90	\$6,116.00
03/03/21	TCD	Draft litigation hold/cease & desist letters to Erik Gusevik, Melodie Rissman and Junior Davis; send email to Rob Slovak forwarding same for review and comment; revise and finalize litigation hold/cease & desist letters and send via email and overnight mail; review multiple videos from Erik Gusevik, Melodie Rissman and Junior Davis, and capture screenshots where DreamTrip and/or You Should Be Here are mentioned or shown in the videos and save to electronic files for use in Complaint against Seacret; review extensive notes from Emily Shanks regarding videos and articles, and update spreadsheet to reflect same; update glossary of individuals to include Erik Gusevik, Melodie Rissman and Junior Davis; review multiple emails from Rob Slovak and Aaron Chibli forwarding various case-related materials, including client communications, witness-related materials, and hot documents, and organize same into electronic files.	5.40	\$1,647.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50202889

Page 24

Foley & Lardner LLP

April 27, 2021

03/03/21	TM	Conference with Steven Lockhart regarding oral trademark license; research regarding oral trademark license; correspondence to Mr. Lockhart regarding same.	1.20	\$972.00
03/04/21	AEC	Conduct quality control analysis and review for confidentiality, privilege, and relevance issues in anticipation of WorldVentures' productions, and various discussions with Brandon Marx and Melissa Huff regarding same (6.4); finalize production parameters and serve first production on all parties (.6); compile potentially responsive documents and communications in anticipation of tomorrow morning's conference call with Rob Slovak, Steven Lockhart, Steven Jones, and Marcus Helt (.8); review Seacret and Head's discovery responses and objections (.3).	8.10	\$5,143.50
03/04/21	AEC	Various discussions with Rob Slovak and Steven Lockhart regarding immediate action items and strategy moving forward (.4); discussions with Tanya Durham and Emily Shanks regarding finalizing Seacret complaint, including compiling exhibits and citations relating to same (.4).	0.80	\$508.00
03/04/21	AKD	Continue to review documents for production.	1.20	\$642.00
03/04/21	BCB	Research and analyze avoidance and fraudulent transfer case law regarding injunctive relief; discuss with case team.	3.70	\$1,628.00
03/04/21	BCM	Review and revise objections and responses to Head's request for production [4]; participate in conference call with R. Slovak and S. Lockhart regarding objections and responses to Head's request for production [.5]; perform quality control on document production [5.6].	10.10	\$6,413.50
03/04/21	BS	Analyze documents provided by client for document production.	3.20	\$1,504.00
03/04/21	DEG	Work on response to motion to intervene (9.5); review email from Marcus Helt (.1); respond to same (.1); review email from Marcus Helt (.1); respond to same (.1); review email from Marcus Helt (.1); send draft of objection to team (.1).	10.10	\$6,262.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50202889

Page 25

Foley & Lardner LLP

April 27, 2021

03/04/21	EFS	Assist with fraudulent transfer research in relation to injunctive relief in preparation for Seacret complaint (.7); answer questions from litigation team regarding document review (.5); prepare complaint against Seacret and exhibits for filing and manage the filing of the same (.3); conduct document review (1.5); manage issues incident to video evidence (.5).	3.50	\$1,662.50
03/04/21	RTS	Edit and revise responses to Head discovery; review and analysis of documents for production and privilege; analysis with trial team regarding discovery strategy and research; edit and revise protective order; telephone conference with Todd Hoodenpyle regarding protective order and other discovery issues.	1.40	\$1,134.00
03/04/21	RTS	Edit and revise complaint against Seacret; edit and revise cease and desist as to confidential information; analysis with Eric Haynes regarding strategy for potential trademark claims against Seacret agents; telephone conference with Junior Davis regarding cease and desist demand; research and analysis regarding issues related to potential PI against Seacret.	2.50	\$2,025.00
03/04/21	SCL	Prepare, revise and finalize joint motion for entry of agreed confidentiality and protective order (.5); multiple revisions to and finalize confidentiality and protective order (.4); revise and finalize Seacret complaint and coordinate regarding exhibits thereto (1.6).	2.50	\$2,012.50
03/04/21	SCL	Coordinate regarding discovery response and objection strategy (.4); coordinate regarding data base access to discovery material (.2).	0.60	\$483.00
03/04/21	SCL	Call with Eric Haynes regarding Seacret litigation filing and timing, Head litigation depositions, Grouply 2004 examination and Head litigation written discovery strategies (.3); analysis of potential trademark licensing and abandonment issues (.2); analysis of potential avoidance action injunction strategies (5); work on preliminary injunction hearing and discovery strategy, including analysis supporting evidence, prior testimony and hearing argument, potential areas of inquiry and witness examination strategy and scope, and communications with trial team regarding same (.5).	1.50	\$1,207.50

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50202889

Page 26

Foley & Lardner LLP

April 27, 2021

03/04/21	SCL	Call with Harry "Junior" Davis regarding on-line videos relating to WorldVentures and trademark issues.	0.30	\$241.50
03/04/21	SCL	Court required conferral with Todd Hoodenpyle regarding joint motion for entry of confidentiality and protective order, agreed confidentiality and protective order, and discovery production issues (.3).	0.30	\$241.50
03/04/21	SJ	Various communications with Foley litigation team regarding production of documents in Head litigation (1.2); Meeting with Larx team regarding Head litigation data room (0.7); Meeting with Foley litigation team regarding contents of Head litigation data room (0.5); Meeting with Foley litigation team regarding potential privilege issues in production of documents for Head litigation (0.4); Continue reviewing documents, compiling information, and resolving issues related to discovery production in Head litigation (6.8); Compile and analyze potentially privileged documents for discussion with Foley litigation team (0.6).	10.20	\$4,488.00
03/04/21	SJ	Communications with L. Drawhorn regarding requests for production (0.5); Communications with T. Scannell and M. Helt regarding same (0.6).	1.10	\$484.00
03/04/21	TCD	Work with Emily Shanks and Brittne Werner to determine whether we have received preserved videos relating to Junior Davis, Erik Gusevik, Melodie Rissman, and Jefferson Santos; attention to emails from Page Vault and q; drive video folders in order to see what is missing; telephone conference with Aaron Chibli regarding video screen captures to utilize in depositions and hearing; review multiple emails from Steven Lockhart and Rob Slovak forwarding documents to be used as exhibits to Complaint against Seacret, and organize and label same.	1.50	\$457.50
03/05/21	AAAM	Research requested litigation and obtain copies of court documents for E. Shanks.	1.30	\$279.50

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50202889

Page 27

Foley & Lardner LLP

April 27, 2021

03/05/21	AEC	Conference call with Marcus Helt, Steven Lockhart, and Stephen Jones regarding documents and communications relating to the bankruptcy proceedings, and prepare follow up summary of call for team's consideration (1.1); prepare action item/task list with corresponding deadlines for team (.6); review and analyze potentially responsive documents and communications, including conducting quality control review for privilege, confidentiality, and responsiveness, and various discussions with Melissa Huff and Brandon Marx regarding same (4.9).	6.60	\$4,191.00
03/05/21	AEC	Review and analyze Seacret's production of documents and communications in response to WorldVentures subpoena, and discussions with R. Slovak regarding same.	1.60	\$1,016.00
03/05/21	AKD	Continue to review documents for production.	1.60	\$856.00
03/05/21	BCB	Analyze and review documents for production; apply redactions regarding same; consult with team on strategy and next steps.	7.10	\$3,124.00
03/05/21	BCM	Participate in trial team conference call regarding case update [.5]; perform conflicts quality control for document production in response to Head's requests for production [5]; review and analyze Head's document production [2.5]; communications concerning the same [.3]; review and analyze Seacret's document production [2.1].	10.40	\$6,604.00
03/05/21	BS	Correspond with A. Chibli, B. Bahlinger, and E. Shanks regarding document review for production; analyze case law regarding non-competition covenants.	1.70	\$799.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50202889

Page 28

Foley & Lardner LLP

April 27, 2021

03/05/21	DEG	Review email from Steen Lockhart (.1); respond to same (.1); review email from Lockhart (.1); review email from Steven Lockhart with edits to objection (.2); work on admission to argue motion (.5); review email from Steven Lockhart (.1); telephone conference with Nita Overton (.1); send email to Nita Overton (.1); review response (.1); review email from Nita Overton (.1); review email from Nita Overton with draft pro hac motion (.2); send email to Nita Overton (.1); review email from Nita Overton (.1); respond to same (.1); review email from Nita Overton (.1); work on pro hac motion and order (.4); finalize objection (.5); review notice of hearing (.1); send communications to Marcus Helt (.1); review responses (.1).	3.30	\$2,046.00
03/05/21	EFS	Redact documents in Head's production for attorney-client privilege (4.0); prepare complaint and supporting documents for filing and manage filing of the same (.8); communicate with counsel; draft requests for privilege logs and communicate with Seacret and Head's counsel regarding the same (1.0); revise and edit 2004 motion to Grouply, Top Tier, and Virginia Trask (.6); draft proposed order for 2004 motion to Grouply, Top Tier, and Virginia Trask (.5); attempt to confer with Virginia Trask in individual capacity and capacity as representative of Grouply, Top Tier (.4); attention to issues incident to subpoenas and procedural rules for filing 2004 motion to Grouply, Top Tier, and Trask (.6); correspond with M. Huff and B. Bahlinger regarding document production and redacting documents for attorney-client privilege (.8); attention to service of the complaint and service of summons and correspond with T. Durham regarding the same (.4); call with R. Slovak regarding tasks needed going forward (.2); call with litigation team regarding tasks needed going forward to ensure no duplication of efforts (.8).	10.10	\$4,797.50

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50202889

Page 29

Foley & Lardner LLP

April 27, 2021

03/05/21	RTS	Analysis with trial team regarding strategy for supplemental production and items in data room; telephone conference with Todd Hoodenpyle regarding depositions schedule and discovery disputes; edit and revise privilege log request; edit and revise correspondence with Hoodenpyle regarding discovery issues; telephone conference with Eric Haynes regarding status of case and recommended courses of action; work on deposition outlines.	2.20	\$1,782.00
03/05/21	RTS	Review and analysis of, and finalize complaint and demand for confidential information from Seacret; analysis with trial team regarding case strategy and task lists; edit and revise and finalize Grouply 2004; review and analysis of response to UCC motion to intervene and draft response. Review and analysis of discovery responses from Seacret and from Head in Head Lawsuit.	4.20	\$3,402.00
03/05/21	SCL	Analyze with trial team regarding potential D&O and consultant privilege issues and coordinate response strategy for same (.4); analyze with trial team preliminary injunction tasks including witness strategies (.4); call with Eric Haynes and Rob Slovak regarding Head litigation deposition strategy (4); work on preliminary injunction hearing and discovery strategy, including analysis supporting evidence, prior testimony and hearing argument, potential areas of inquiry and witness examination strategy and scope (1.9).	3.10	\$2,495.50
03/05/21	SCL	Court required conferral regarding discovery disputes and deposition schedule (.4); multiple conferral e-mails with Todd Hoodenpyle regarding discovery disputes (.7); e-mails conferring with Seacret's counsel regarding deposition issues (.2); e-mails conferring with Wayne Nugent's counsel regarding deposition and document production issues (.2).	1.50	\$1,207.50
03/05/21	SCL	Analysis of Seacret "Accelerate" promotion video excerpts [1.5 hours not billed] (.8).	0.80	\$644.00
03/05/21	SCL	Analyze Head's intervention motion response (.3); review and revise WorldVentures' intervention motion response (.9); review and finalize Seacret lawsuit civil cover sheet (.1).	1.30	\$1,046.50
03/05/21	SJ	Meeting with M. Helt, A. Chibli, R. Slovak, and S. Lockhart regarding issues related to production of documents in Head litigation.	1.20	\$528.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50202889

Page 30

Foley & Lardner LLP

April 27, 2021

03/05/21	SJ	Various communications with Spherature and Foley litigation team regarding MCA consulting agreement and issues related to same (1.4); Communications with E. Toth regarding data room disclosure statements and access restrictions related to Head litigation (0.5); Continue reviewing documents, compiling information, and resolving issues related to discovery production in Head litigation (4.4); Meeting with Foley litigation team regarding discovery responses in Head litigation and allocation of work for the weekend (0.5).	6.80	\$2,992.00
03/05/21	TCD	Review multiple emails from Rob Slovak, Steven Lockhart and Aaron Chibli forwarding various case-related materials, including client documents, discovery responses, court filings, communications with client and correspondence with opposing counsel, and organize same into electronic files; telephone conference with Emily Shanks regarding filing Return of Service document for Seacret (Lamberson accepted service); review email from Junior Davis forwarding agreement to cease and desist using any materials with "DreamTrips" trademark and organize same into electronic files; review folder of materials from Brandon Marx and begin locating file-stamped copies to use in Eddie Head deposition.	1.80	\$549.00
03/06/21	AEC	Various discussions with Rob Slovak and Steven Lockhart regarding immediate action items, discovery issues, and deposition strategy (1.4); extensive review and analysis of potentially responsive documents, including conducting quality control review for relevance, privilege, and confidentiality issues, and various discussions with Brandon Marx, Melissa Huff, Emily Shanks, and Brooke Bahlinger regarding same (7.9).	9.30	\$5,905.50
03/06/21	AKD	Continue to analyze documents for production.	1.20	\$642.00
03/06/21	BCB	Analyze and review documents for production; apply redactions regarding same; consult with team on strategy and next steps.	3.50	\$1,540.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50202889

Page 31

Foley & Lardner LLP

April 27, 2021

03/06/21	BCM	Participate in conference call with trial team regarding case update and strategy [.5]; review and analyze Head's document production [1]; communications concerning the same [.2]; perform quality control for document production in response to Head's requests for documents [3.6].	5.30	\$3,365.50
03/06/21	BS	Revise supplemental brief in support of preliminary injunction; analyze documents provided by client for same.	2.30	\$1,081.00
03/06/21	EFS	Review for document production for responses to Head's requests for production for quality control.	3.50	\$1,662.50
03/06/21	EFS	Review documents for responses to Head's production with attention to attorney-client privilege, and redact documents for attorney-client privilege.	1.90	\$902.50
03/06/21	EFS	Correspond with A. Chibli regarding document review in preparation for document production to Head.	0.20	\$95.00
03/06/21	RTS	Analysis with Aaron Chibli and Steven Lockhart regarding discovery review and supplementation strategy, as well as strategy for preparation for depositions; review and analysis of key documents pulled for witness preparation and depositions; work on deposition outlines; telephone conference with Michael Poates and Eric Haynes to prepare for corporate representative depositions.	7.10	\$5,751.00
03/06/21	SCL	Work on preliminary injunction hearing and discovery strategy, including analysis supporting evidence, prior testimony and hearing argument, potential areas of inquiry and witness examination strategy and scope (.9).	0.90	\$724.50
03/06/21	SCL	Analysis of Seacret "Accelerate" promotion video excerpts [1.0 hours not billed] (.9); analysis of recordings of Michael Poates and Seacret (.9).	1.80	\$1,449.00
03/06/21	SCL	Conduct Michael Poates deposition preparation session.	3.30	\$2,656.50
03/06/21	SJ	Communications with Foley litigation team regarding privilege issues in document production for Head litigation.	0.30	\$132.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50202889

Page 32

Foley & Lardner LLP

April 27, 2021

03/06/21	TCD	Telephone conference with Rob Slovak, Brandon Marx, and Steven Lockhart to discuss instructions for pulling documents and creating witness binders; review witness folders, organize documents to be used in preparation and in deposition, and create key document spreadsheet chronologically, containing columns for specific witnesses; review multiple emails from Rob Slovak forwarding various case-related materials, including client documents, correspondence with opposing counsel, research, and client communications, and organize same into electronic files.	2.10	\$640.50
03/07/21	AEC	Various discussions with Rob Slovak and Steven Lockhart regarding immediate action items, document production, and discovery issues (1.3); various discussions with Emily Shanks, Brooke Bahlinger, Brandon Marx and Melissa Huff regarding quality control review (including privilege and confidentiality analyses (2.1); review and analyze potentially responsive documents, communications, and videos, including reviewing for confidentiality and privilege issues (5.3).	8.70	\$5,524.50
03/07/21	BCB	Analyze and review documents for production; draft and prepare objections and designations to corp rep depo notice; consult with case team regarding same.	6.50	\$2,860.00
03/07/21	BCM	Participate in conference call with R. Slovak and S. Lockhart regarding deposition preparation [.5]; perform privilege quality control for document production [2]; communications with A. Chibli regarding document production and tasks [.5]; review and analyze Seacret document production [4]; communications concerning the same [.4]; review and revise Head deposition outline [.2].	7.60	\$4,826.00
03/07/21	BS	Revise supplemental brief in support of preliminary injunction; analyze documents provided by client for same.	2.40	\$1,128.00
03/07/21	DEG	Prepare for hearing.	3.00	\$1,860.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50202889

Page 33

Foley & Lardner LLP

April 27, 2021

03/07/21	EFS	Call with M. huff regarding issues incident to production of video evidence in Head production and correspond with A. Chibli regarding the same (1.0); attention to production of videos used in head TRO and complaint in preparation to produce in Head's production (1.0); assist B. Bahlinger in redactions to spreadsheets (.5); redact spreadsheet production for attorney-client privilege (.3); attention to issues incident to redaction of attorney-client privilege documents (.3); correspond with A. Chibli regarding tasks needed going forward (.2).	3.30	\$1,567.50
03/07/21	RTS	Analysis with Aaron Chibli and Steven Lockhart regarding discovery review and supplementation strategy, as well as strategy for preparation for depositions; review and analysis of key documents pulled for witness preparation and depositions; telephone conference with Simon Davies regarding deposition preparation; review and analysis of Justin Call documents for deposition preparation; review and analysis of Simon Davies documents for deposition preparation.	8.20	\$6,642.00
03/07/21	SCL	Conduct Simon Davies deposition preparation session.	2.10	\$1,690.50
03/07/21	SCL	Work on preliminary injunction hearing and discovery strategy, including analysis supporting evidence, prior testimony and hearing argument, potential areas of inquiry and witness examination strategy and scope (1.6); analyze document production duplications issues (.5); analyze corporate representative topics and potential responses (.8).	2.90	\$2,334.50
03/07/21	SCL	Analysis of Seacret "Accelerate" promotion video excerpts (.5); analysis of recordings of conversation between Seacret and WorldVentures (.4).	0.90	\$724.50
03/07/21	SJ	Communications with E. Toth and S. Lockhart regarding access to data room and disclosure of documents in Head litigation (0.6); Communications with A. Chibli regarding analysis of documents in data room and requests for production in Head litigation (0.4); Review, analyze, and pull documents from data room for production in Head litigation (2.1).	3.10	\$1,364.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50202889

Page 34

Foley & Lardner LLP

April 27, 2021

03/07/21	TCD	Assist with preparations for upcoming depositions, including extensive review of database to pull bates-labeled documents requested by Rob Slovak and Brandon Marx for use in deposition preparation; print and organize all documents for Haynes and Poates deposition preparation sessions; create notebook of documents and comprehensive spreadsheet of same, including bates numbers, descriptions, and specific witnesses for use in preparation and in deposition questioning; review multiple emails from Rob Slovak forwarding various case-related materials, including client communications, correspondence with opposing counsel, and key documents, and organize same into electronic files.	9.50	\$2,897.50
03/08/21	AEC	Various discussions with Rob Slovak, Steven Lockhart, and Brandon Marx regarding action items, discovery issues, and upcoming depositions (1.9); conference call with Justin Sparks regarding Power BI, KlipFolio, and SSRS reports (.5); revise and incorporate analysis/notes from the Justin Sparks call, along with call with IT department, into Rob Slovak's deposition outline, and discussions with Brandon Marx and Rob Slovak regarding same (2.1); conference call with team to discuss updates and action items (.4); multiple discussions with Melissa Huff regarding finalizing and submitting fourth production, including review for confidentiality and privilege issues (3.6); review database for specific documents and communications relating to M. Poates and Eddie Head, and submit same for Rob Slovak in anticipation of depositions (1.4); review and analyze issues relating to Top Tier (.4).	10.30	\$6,540.50
03/08/21	BCB	Draft and prepare objections and designations to corporate rep depo topics; consult with S.Lockhart and R.Slovak regarding same.	4.60	\$2,024.00
03/08/21	BCM	Review and revise Head's deposition outline [4]; review and analyze Head's document production [1.5]; participate in conference call with trial team regarding tasks and strategy [.7]; communications regarding document production issues [.3].	6.50	\$4,127.50
03/08/21	BS	Correspond with R. Slovak regarding brief in support of preliminary injunction; analyze temporary injunction hearing.	0.80	\$376.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50202889

Page 35

Foley & Lardner LLP

April 27, 2021

03/08/21	DEG	Prepare for hearing (5.5); attend telephonic hearing (1.2); review email from Steven Lockhart (.1); respond to same (.1); review email from Steven Lockhart (.1); review email from Steven Lockhart (.1); respond to same (.1); telephone conference with Marcus Helt (.1); work on proposed order (.1); review email from Marcus Helt (.1); send email to team (.1); send communication to Marcus Helt (.1); review response (.1); telephone conference with Marcus Helt (.2); send communication to Marcus Helt (.1).	8.10	\$5,022.00
03/08/21	EFS	Assist A. Chibli with issues incident to document review in preparation for preliminary injunction hearing (1.4); conduct hearsay objection research for admitting videos; draft outline evidence to be used in depositions and hearing and attention to issues incident to video evidence (1.5); call with litigation team regarding deposition and hearing strategy (.5); attention to emails and issues incident to preparing for depositions and preliminary injunction hearing (.3).	3.70	\$1,757.50
03/08/21	RTS	Edit and revise deposition outline for Eddie Head; review and analysis of all key documents to prepare for depositions of various witnesses; review and analysis of pleadings and briefs to prepare for depositions; analysis with trial team regarding task list and supplemental production issues; edit and revise correspondence with opposing counsel regarding various discovery issues.	7.10	\$5,751.00
03/08/21	SCL	Analysis of recordings of conversation between Seacret and WorldVentures (.7).	0.70	\$563.50
03/08/21	SCL	Revise corporate representative designations and objections, including e-mails with trial team and client regarding same (1.1).	1.10	\$885.50
03/08/21	SCL	Prepare for and conduct written conferrals with Seacret's counsel regarding text production issues and deposition dates (.4); prepare for and conduct multiple written conferrals with Todd Hoodenpyle regarding deposition schedule, document production format, designation and scope, and UCC production issues (.5).	0.90	\$724.50
03/08/21	SCL	UCC intervention motion hearing (1.1).	1.10	\$885.50

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50202889

Page 36

Foley & Lardner LLP

April 27, 2021

03/08/21	SCL	Analyze document production protocol and designation issues (.4); analyze pre-hearing outstanding issues with trial team (.3); work on preliminary injunction hearing and discovery strategy, including analysis supporting evidence, prior testimony and hearing argument, potential areas of inquiry and witness examination strategy and scope (1.9); analyze potential stay violations relating to calledtosucceed.com (.6).	3.20	\$2,576.00
03/08/21	SJ	Communications with L. Drawhorn regarding production of documents in Head litigation (0.5); Communications with A. Chibli regarding documents in data room (0.4); Pull and analyze various data room documents for production in Head and Seacret litigation (0.6).	1.50	\$660.00
03/08/21	SJ	Call with Foley litigation team regarding issues related to discovery in Head and Seacret litigation.	0.40	\$176.00
03/08/21	TCD	Continue to assist with preparations for upcoming depositions, including extensive review of database to pull bates-labeled documents requested by Rob Slovak and Brandon Marx for use in deposition preparation; pull, print and update master witness binder with new materials and update spreadsheet to reflect same; create Head deposition exhibit folder and update to include document numbers from master binder; send emails to Michael Poates and Eric Haynes forwarding materials to review in advance of deposition preparation session; review multiple emails from Rob Slovak forwarding various case-related materials, including client communications, correspondence with opposing counsel, and key documents, and organize same into electronic files.	9.70	\$2,958.50
03/09/21	AEC	Various discussions and meetings with Rob Slovak, Steven Lockhart, Brandon Marx, Emily Shanks, and Brooke Bahlinger regarding immediate action items and discovery issues (1.9); compile key documents and revise timeline and deposition outline in anticipation of upcoming deadlines (3.1); review and analyze several responsive emails and documents for today's two productions, and various discussions with Melissa Huff regarding same (4.2); conference call with WorldVentures IT to discuss Eddie Head's email account (.5); review and analyze E. Head's production of responsive documents (.5); draft Justin Call deposition outline (1.4).	11.60	\$7,366.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50202889

Page 37

Foley & Lardner LLP

April 27, 2021

03/09/21	BCB	Draft and prepare corporate rep deposition objections and designations; consult and discuss with R.Slovak and S.Lockhart regarding same.	0.60	\$264.00
03/09/21	BCM	Review and revise Head's deposition outline [4.5]; review and analyze Seacret's replacement document production [1]; communications concerning the same [.5]; review and analyze Head's supplemental document production [.5]; review and analyze documents collected by client for production [1.5]; draft J. Call deposition outline [.5].	8.50	\$5,397.50
03/09/21	BS	Revise brief in support of preliminary injunction.	0.40	\$188.00
03/09/21	DEG	Review email from Steven Lockhart (.1); respond to same (.1); finalize proposed order for filing (.1); review email from Steven Lockhart regarding communication from court regarding proposed order (.1); work on getting proposed order uploaded (.1); review motion on pro hac (.1); review email from Marcus Helt (.1); respond to same (.1); review email from Steven Lockhart (.1); respond to same (.1); get proposed order to opposing counsel (.1); review email from Steven Lockhart (.1); review email from Steven Lockhart (.1); review email from opposing counsel (.1).	1.40	\$868.00
03/09/21	EFS	Outline questions J. Call deposition and correspond with A. Chibli regarding the same (2.5); research potential evidence spoliation issues (1.3); research and analyze hearsay and relevancy issues and correspond with S. Obenhaus regarding the same (2.0); research case law for fraudulent transfer and injunctions and correspond with B. Bahlinger regarding the same (1.5); correspond with S. Lockhart and R. Slovak regarding research findings (.3).	7.60	\$3,610.00
03/09/21	RTS	Review and analysis of key documents, pleadings, discovery responses and notes in preparation for depositions; meeting with all three witnesses in order to prepare for depositions; edit and revise Head depo outline; edit and revise correspondence with Todd Hoodenpyle regarding various scheduling and other discovery issues; update taks list and discussion with trial team regarding same; review and analysis of latest production from Seacret and Head.	10.30	\$8,343.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50202889

Page 38

Foley & Lardner LLP

April 27, 2021

03/09/21	SCL	Conferral call with Robert Feinstein regarding order denying intervention and discovery turnover issues (.1); conferral e-mails with UCC counsel regarding deposition schedule, order denying intervention and discovery turnover issues (.2); conferral e-mails with Phil Lamberson regarding Seacret corporate representative and employee deposition schedule (.2); conferral e-mails with Todd Hoodenpyle regarding UCC document production, deposition schedule, and document production issues (.4).	0.90	\$724.50
03/09/21	SCL	Prepare for and conduct Eric Haynes deposition preparation session (4.2); prepare for and conduct corporate representative deposition preparation session (5.2).	9.40	\$7,567.00
03/09/21	SJ	Draft and prepare request to convert TI hearing from telephonic to video format (0.4); Communications with Foley litigation team regarding same (0.3).	0.70	\$308.00
03/09/21	SJ	Various communications, coordination, and analysis with Foley litigation team regarding documents produced and received in Head litigation.	0.90	\$396.00
03/09/21	SRO	Review memo on authentication of YouTube videos and possible hearsay objections; analyze possible authentication issues; confer with E. Shanks regarding drafting declarations and planning for authentication/objections regarding YouTube videos.	1.60	\$1,328.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50202889

Page 39

Foley & Lardner LLP

April 27, 2021

03/09/21	TCD	Assist with preparations for upcoming depositions, including extensive review of database to pull bates-labeled documents requested by Rob Slovak and Brandon Marx for use in deposition preparation; pull, print and update master witness binder with new materials and update spreadsheet to reflect same; revise Head deposition exhibit folder to correspond with documents referenced in revised outline, and update to include document numbers from master binder; discussions with Aaron Chibli regarding replacement documents for master binder; review multiple emails from Rob Slovak forwarding various case-related materials, including client communications, correspondence with opposing counsel, and key documents, and organize same into electronic files; draft, finalize and serve notices of deposition to Justin Call, Izhak Benshabat, Seacret Direct LLC, and Eddie Head; send email to opposing counsel forwarding Objections and Responses to Spherature Corporate Representative Deposition; review chart of deposition scheduling provided by Steven Lockhart and docket all deposition dates/times; send email to court reporter forwarding all notices for scheduling purposes.	7.80	\$2,379.00
03/10/21	AEC	Various discussions and analysis with Rob Slovak, Emily Shanks, Steven Lockhart, and Brandon Marx regarding today's depositions, discovery issues, and immediate action items (1.4); discussions with Melissa Huff and Joshua Mathews regarding E. Head's PST files (.6); review Head's deposition outline and provide comments/analyses re confidentiality and LSA issues (.6); prepare draft deposition outline for Justin Call, incorporating Emily Shanks discussions/analyses regarding same (7.6).	10.20	\$6,477.00
03/10/21	BCB	Research and analyze bankruptcy cases regarding avoidance and fraudulent transfer cases where the court enjoins the party/parties.	2.00	\$880.00
03/10/21	BCM	Participate in WorldVentures' corporate representative deposition [3]; participate in M. Poates' deposition [2.5]; communications with R. Slovak regarding Head deposition strategy [.5].	5.00	\$3,175.00
03/10/21	BS	Analyze E. Head's confidentiality agreement and employee agreement; analyze case law regarding merger clauses under Texas law.	1.40	\$658.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50202889

Page 40

Foley & Lardner LLP

April 27, 2021

03/10/21	EFS	Correspond with T. Durham regarding organizing facts for Seacret lawsuit, including cited videos (.2); correspond with A. Chibli regarding issues incident to document review and assist with document issues and assess tasks necessary going forward (.4).	0.60	\$285.00
03/10/21	RTS	Defend corporate representative deposition; defend Michael Poates deposition; edit and revise outline for deposition of Eddie Head.	9.10	\$7,371.00
03/10/21	SCL	Revise Eddie Head deposition outline (1.5); depositions of WorldVentures 30(b)(6) representative and Michael Poates (4.0).	5.50	\$4,427.50
03/10/21	SCL	Coordinate with Marcus Helt and Tom Scannell regarding UCC confidentiality order response strategy (.5); work on preliminary injunction hearing and discovery strategy, including analysis supporting evidence, prior testimony and hearing argument, potential areas of inquiry and witness examination strategy and scope (1.2).	1.70	\$1,368.50
03/10/21	SJ	Various communications with Foley litigation team regarding analysis of issues related to discovery in Head litigation.	0.80	\$352.00
03/10/21	TCD	Continue to assist with preparation for depositions and PI hearing, including gathering, printing and organizing exhibits for upcoming depositions; review email from opposing counsel's paralegal forwarding Defendant's Deposition Exhibits and download to electronic files; review and respond to emails from court reporting service confirming deposition scheduling for Eddie Head deposition; revise Eddie Head depo exhibits, add electronic depo exhibit labels, create zip folder of exhibits and send link to Rob Slovak; review multiple emails from Rob Slovak forwarding various case-related materials, including correspondence with clients and opposing counsel, client documents, new depo exhibits, and attorney notes, and organize same into electronic folders; extensive revisions to Eddie Head deposition outline, print, add section tabs, create notebook and labels for same and send email to Rob Slovak regarding same.	8.80	\$2,684.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50202889

Page 41

Foley & Lardner LLP

April 27, 2021

03/11/21	AEC	Finalize draft of Justin Call's deposition outline, along with compiling key exhibits to be introduced during J. Call's deposition (4.6); strategy discussions with Rob Slovak and Steven Lockhart regarding topics and categories for J. Call's deposition (1.7); review and produce recently discovered information in anticipation of remaining depositions and preliminary injunction, and discussions with Tanya Durham and Melissa Huff regarding same (1.6).	7.90	\$5,016.50
03/11/21	AEC	Various discussions with Brandon Marx, Rob Slovak, and Steven Lockhart regarding upcoming deadlines and action items (.5); discussion with Justin Sparks regarding Power BI and SSRS reports (.3).	0.80	\$508.00
03/11/21	BCM	Participate in E. Head's deposition [4]; participate in E. Haynes' deposition [4]; communications regarding depositions [4]; review and analyze documents surrounding termination of co-marketing agreement [1.4].	9.80	\$6,223.00
03/11/21	BS	Correspond with R. Slovak regarding brief in support or preliminary injunction; analyze case law regarding merger clauses and covenants not to compete under Texas law; revise brief in support of preliminary injunction.	1.90	\$893.00
03/11/21	EFS	Correspond with A. Chibli regarding tasks needed going forward.	0.10	\$47.50
03/11/21	NJOV	Analysis of spreadsheet and convert same into a pdf and forward to T. Durham in preparation of upcoming deposition; analysis with T. Durham regarding the case in preparation of upcoming hearing.	0.80	\$264.00
03/11/21	RTS	Prepare for and take deposition of Eddie Head; defend deposition of Eric Haynes; review and analysis of key documents and production related to Justin Call deposition; analysis with Aaron Chibli regarding strategy for call deposition; prepare exhibits for Call deposition; edit and revise outline for Call deposition; analysis with Steven Lockhart regarding planning and strategy for TI hearing.	12.50	\$10,125.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50202889

Page 42

Foley & Lardner LLP

April 27, 2021

03/11/21	SCL	Work on Seacret and Izhak Benshabat deposition outline including potential exhibits (2.4); Eric Haynes deposition including post-deposition debrief with Eric Haynes (2.8); Eddie Head deposition including in deposition communications with Rob Slovak regarding deposition issues and strategy and post-deposition debrief with Eric Haynes (3.4).	8.70	\$7,003.50
03/11/21	SCL	E-mail conferral with UCC counsel regarding document production snap-back (.1); e-mail conferral with Todd Hoodenpyle regarding agreement for video preliminary injunction hearing (.1).	0.20	\$161.00
03/11/21	TCD	Send email to court reporter and counsel forwarding FTP link containing Eddie Head deposition exhibits; review multiple emails from Aaron Chibli forwarding list of bates numbered documents to pull from database in order to use as exhibits in Justin Call deposition; pull and organize referenced documents into electronic folder and electronically label with depo exhibit numbers; review multiple emails from Rob Slovak, Steven Lockhart, Brandon Marx and Aaron Chibli forwarding various case-related materials, including correspondence regarding discovery issues and deposition scheduling, client communications, witness-related materials, and organize same into electronic files.	7.20	\$2,196.00
03/12/21	AEC	Various discussions with Rob Slovak regarding Justin Call deposition outline and key exhibits to introduce during today's deposition (.8); assist Rob Slovak during today's deposition, prepare summary of Justin Call's testimony in anticipation of upcoming preliminary injunction, and follow up discussions with Eric Haynes, Rob Slovak, and Steven Lockhart regarding same (3.1); various discussions with Melissa Huff, Steven Lockhart, and Rob Slovak regarding Wayne Nugent's additional documents and communications (1.2).	5.10	\$3,238.50
03/12/21	AEC	Conference call with WorldVentures team to discuss immediate action items and strategy moving forward.	0.70	\$444.50
03/12/21	BCB	Consult with case team regarding next steps and strategy.	1.10	\$484.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50202889

Page 43

Foley & Lardner LLP

April 27, 2021

03/12/21	BCM	Participate in J. Call deposition [3]; participate in trial team conference call regarding preliminary injunction tasks and strategy [.6]; communications with R. Slovak regarding E. Head cross examination outline [.5]; draft E. Head cross examination outline [2.7].	6.80	\$4,318.00
03/12/21	BS	Analyze case law regarding merger clauses and covenants not to compete under Texas law; revise brief in support of preliminary injunction.	1.40	\$658.00
03/12/21	EFS	Calendar answer deadlines for Seacret complaint and Head complaint (.4); prepare spreadsheet and chart of video citations, quotes, and embedded links for Head preliminary injunction (.5); correspond with A. Chibli regarding issue incident to document review and W. Nugent's production of text messages (.4); assist A. Chibli with document review matters and correspond with him regarding the same (.6).	1.90	\$902.50
03/12/21	NJOV	Assemble documents into Witness Binder in preparation of upcoming deposition and deliver to counsel; download and mark an additional document to be included in the Witness Binder.	0.40	\$132.00
03/12/21	RTS	Finalize preparation for Call deposition; take deposition of Justin Call; analysis with trial team regarding case status and strategy, as well as task list for hearing preparation.	8.60	\$6,966.00
03/12/21	SCL	Analysis of Izhak Benshabat recordings (.6).	0.60	\$483.00
03/12/21	SCL	Work on Seacret and Izhak Benshabat deposition outline including potential exhibits (1.6); Justin Call deposition including in-deposition communications with Rob Slovak regarding deposition issues and strategy and post-deposition debrief with Eric Haynes (3.1).	4.70	\$3,783.50
03/12/21	SCL	Work on preliminary injunction hearing and discovery strategy, including analysis of witness topics and sequencing, scope of injunctive relief, potential exhibits, and evidence and testimony necessary to support injunctive request (.9); coordinate with trial team regarding key tasks and assignments for same (.8); debrief Marcus Helt regarding Head adversary status and preliminary injunction strategy (.4).	2.10	\$1,690.50

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50202889

Page 44

Foley & Lardner LLP

April 27, 2021

03/13/21	BCB	Consult with team and B. Smith regarding non-compete and consideration issues; research and analyze case law regarding non-compete consideration and severance; analyze authentication issue with affidavit.	1.60	\$704.00
03/13/21	BCM	Participate in trial team strategy session for preliminary injunction hearing [4]; draft exhibit list [1]; draft E. Head deposition outline [2].	6.00	\$3,810.00
03/13/21	BS	Analyze case law regarding merger clauses and covenants not to compete under Texas law; revise brief in support of preliminary injunction.	4.10	\$1,927.00
03/13/21	EFS	Strategize direct examination of E. Haynes with R. Slovak (1.0); research and analyze admitting affidavit from prior proceeding (.9); begin drafting witness and exhibit list for 3/19/21 hearing (.2); strategize regarding use of demonstratives and powerpoints for preliminary injunction hearing with R. Slovak (.4); begin creating demonstratives for preliminary injunction hearing (.4); begin drafting and analyzing direct examination of E. Haynes (1.0); assist with strategy as to tasks needed in conducting remote hearing and presenting exhibits remotely and research needed for the same (1.0); correspond with B. Bahlinger and A. Chibli regarding strategy for document review for W. Nugent documents (.4); attention to issues incident to plaintiffs' document production to head (.2).	5.50	\$2,612.50
03/13/21	RTS	Meeting with trial team to map our exams, identify exhibits and prepare opening; draft direct examination of Simon Davies; review and analysis of supplemental production from Seacret and from Head; analysis with Steven Lockhart regarding status of case and recommended courses of action.	5.40	\$4,374.00
03/13/21	SCL	Work on preliminary injunction hearing and discovery strategy, including analysis of witness topics and sequencing (.5), scope of injunctive relief (.3), potential exhibits and evidence (.8) and witnesses examinations (1.1); debrief with Eric Haynes regarding potential witnesses and hearing strategies (.5).	3.20	\$2,576.00
03/13/21	SCL	Multiple e-mail and telephonic conferrals with Ryan Manns regarding Wayne Nugent document production (.5).	0.50	\$402.50

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50202889

Page 45

Foley & Lardner LLP

April 27, 2021

03/13/21	SCL	Work on Seacret and Izhak Benshabat deposition outline including potential exhibits (2.2).	2.20	\$1,771.00
03/14/21	AEC	Conference call with Rob Slovak and Justin Sparks to discuss upcoming preliminary injunction, and follow up with Rob Slovak regarding strategy relating to same (.7); prepare draft direct examination questions for Justin Sparks (2.4).	3.10	\$1,968.50
03/14/21	AEC	Review and analyze potentially responsive documents and communications, including conducting quality control review for confidentiality and privilege, and discussions with Melissa Huff, Emily Shanks and Brooke Bahlinger regarding same, along with finalizing production (5.4); various discussions with Rob Slovak, Steven Lockhart, and Brandon Marx regarding discovery items, key documents, and impending production (.7).	6.10	\$3,873.50
03/14/21	BCB	Analyze and review document production; discuss authentication issue with E. Shanks; discuss E.Haynes questioning with E. Shanks.	5.20	\$2,288.00
03/14/21	BCM	Review and revise E. Head's cross examination outline [2]; perform quality control for W. Nugent's document production [.6]; review and revise S. Davies' direct examination outline [.5].	3.10	\$1,968.50
03/14/21	BS	Analyze case law regarding merger clauses, consideration, and covenants not to compete under Texas law; revise brief in support of preliminary injunction.	4.20	\$1,974.00
03/14/21	EFS	Conduct review of Wayne Nugent's produced documents (3.5); continue analyzing and drafting E. Haynes direct examination (1.5); continue researching admittance of evidence procedure for preliminary injunction hearing (.7); prepare for tasks going forward to prepare for preliminary injunction hearing (.4); correspond with A. Chibli regarding privileged documents in Wayne Nugent document production and issues incident thereto (.4); correspond with B. Bahlinger regarding analysis of certain documents in document production of Wayne. Nugent (.5); correspond with A. Chibli and B. Bahlinger regarding strategy for reviewing documents in W. Nugent production and issues incident thereto (.5).	7.50	\$3,562.50

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50202889

Page 46

Foley & Lardner LLP

April 27, 2021

03/14/21	RTS	Draft, edit and revise direct examination of Simon Davies; telephone conference with Simon Davies regarding testimony; edit and revise cross examination of Eddie Head; review and analysis of documents to be produced that came from Wayne Nugent; analysis with trial team regarding status of case and recommended courses of action; review and analysis of key documents related to exams and TI hearing; telephone conference with Marcus Helt regarding timeline related to APA negotiations and hiring of Eddie.	7.50	\$6,075.00
03/14/21	SCL	Work on preliminary injunction hearing and discovery strategy (1.1), including analysis of potential exhibits and evidence (.2) hearing testimony strategy call with Simon Davies (1.0); revisions to Simon Davies preliminary injunction hearing examination (.5), analysis of Justin Sparks hearing examination topics (.3); Eddie Head witness examination and additional potential examination strategies and topics (.4).	3.50	\$2,817.50
03/14/21	SCL	E-mails with Michelle Shriro regarding attorneys eyes only issues (.1).	0.10	\$80.50
03/14/21	SCL	Continue work on Izhak Benshabat deposition outline (.6).	0.60	\$483.00
03/14/21	SCL	Analysis of recordings of Seacret recordings and Wayne Nugent documents (.8).	0.80	\$644.00
03/14/21	SJ	Communications with Foley team regarding discovery issues in Head litigation (0.4); Review of documents related to Head litigation (0.8).	1.20	\$528.00
03/15/21	AEC	Prepare draft direct examination outline for Justin Sparks (1.8); conduct witness preparation with Justin Sparks and discussions with Rob Slovak regarding same (1.9); prepare draft declaration of Justin Sparks for upcoming preliminary injunction hearing and discuss same with Rob Slovak and Emily Shanks (4.2); review and provide comments to draft supplemental brief ISO of preliminary injunction and discussions with Brantley Smith regarding same (.8); discussions with Brandon Marx and Nita Overton regarding preliminary injunction exhibit list (.6); review relevant and key W. Nugent documents and communications and discuss same with Rob Slovak and Brandon Marx (.7); strategy and action item conference call with Foley team (.4).	10.40	\$6,604.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50202889

Page 47

Foley & Lardner LLP

April 27, 2021

03/15/21	BCB	Research and analyze case law regarding consideration for a non-compete; research and analyze case law regarding at-will employees; consult with B. Smith regarding same; consult with case team.	1.70	\$748.00
03/15/21	BCM	Participate in conference call with trial team regarding case tasks and update [.5]; review and revise Head cross examination outline [4.8]; review and revise exhibit list [.5]; review and revise Seacret depo outline [.5]; communications with R. Slovak regarding Head cross examination outline [.5].	6.80	\$4,318.00
03/15/21	BS	Revise preliminary injunction brief; correspond with A. Chibli regarding same.	1.90	\$893.00
03/15/21	EFS	Assess procedures for remote hearings and coordinate with the court and litigation team regarding the procedures for introducing exhibits remotely (2.0); draft subpoenas (.6); draft motion to seal and proposed order for the same (1.7); revise and edit E. Haynes direct testimony and correspond with R. Slovak regarding the same (1.5); begin drafting declaration of E. Haynes testimony (.5); participate in litigation team meeting (.5); complete research on admitting evidence with attention to authentication issues and hearsay (.7); Assist A. Chibli in assessing issues incident to J. Sparks declaration (.2); correspond with N. Overton and B. Werner regarding W/E list and attention to issues incident to the same (.5).	8.20	\$3,895.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50202889

Page 48

Foley & Lardner LLP

April 27, 2021

03/15/21	NJOV	Assist with Preliminary Injunction hearing preparation , including assembling and organizing exhibits into electronic files and revise Plfs' Exhibit List to include attorney's additional comments; download, print and prepare binders for S. Lockhart and R. Slovak of key documents from Nugent's production; upload deposition transcripts to electronic files, forward TXT files to S. Lockhart and R. Slovak, and prepare a deposition exhibit index; review all of Plfs' Exhibits and prepare a list of the exhibits that contain "Confidential" and/or "AEO" for Emily Shanks; prepare a chart of just Plfs' Exhibits to include Deposition No. and/or Tab No. along with the Privilege and forward same to R. Slovak; coordinate with Technology to schedule a meeting with R. Slovak regarding set up; communications with R. Slovak regarding Exhibits 10 and 26; review witness E. Head's Cross Exam to include citations from "Exp. Dep. Tr." of Mar. 11, 2021 or Deposition of Eddie Head Tr. of 5/7/2019 for completeness; multiple email communications with B. Marx regarding record cites referenced in the Cross Exam; review Exhibits 24 and 113 and bates stamp the attachments for completeness.	7.50	\$2,475.00
03/15/21	RTS	Edit and revise cross examination of Eddie Head; edit and revise direct examination of Simon Davies; meeting with Simon Davies to prepare for testimony; edit and revise direct examination of Michael Haynes; analysis with Emily Shanks regarding examination of Eric Haynes and conversion into declaration; edit and revise motion to seal; review and analysis of exhibits to determine documents should not be confidential; review and analysis of deposition transcript of Eddie Head.	8.60	\$6,966.00
03/15/21	SCL	Continue work on Izhak Benshabat deposition outline and exhibits thereto (1.4); work on Wayne Nugent cross examination and exhibits thereto (.3).	1.70	\$1,368.50
03/15/21	SCL	Work on preliminary injunction hearing and discovery strategy (.7), including analysis with Eric Haynes of Seacret communications regarding competing travel and asset purchase agreement (.6); revisions to Simon Davies preliminary injunction hearing examination (.3); Simon Davies hearing testimony preparation session (2.7).	4.30	\$3,461.50

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50202889

Page 49

Foley & Lardner LLP

April 27, 2021

03/15/21	SCL	Review and revise seal motion and exhibits.	0.40	\$322.00
03/15/21	SCL	Analysis of recordings of Seacret recordings and Wayne Nugent documents (1.2).	1.20	\$966.00
03/15/21	SCL	E-mails conferrals with Seacret's counsel regarding hearing stipulations and deposition attendees (.2); e-mails and telephonic conferrals with Michelle Shriro regarding hearing exhibits, witnesses and deadlines (.4).	0.60	\$483.00
03/16/21	AEC	Review and analyze Eddie Head's deposition and preparing notes of key testimony in anticipation of the preliminary injunction hearing, and discussions with Rob Slovak and Brantley Smith regarding same (2.1).	2.10	\$1,333.50
03/16/21	AEC	Various discussions with Justin Sparks, Brantley Smith, and Emily Shanks regarding WorldVentures' business intelligence tools and upcoming preliminary injunction hearing (3.9); prepare updated draft of Justin Sparks declaration, incorporating Justin Sparks revisions and analysis, and strategy discussions with Rob Slovak regarding same (3.2); review and provide additions to exhibit list (.5); review and revise draft supplemental brief and discuss same with Brantley Smith (1.1); prepare draft of opening argument outline (1.4).	10.10	\$6,413.50
03/16/21	BCM	Review and revise S. Davies direct examination [1]; review and revise exhibit list [1]; review and revise Head's cross examination [2.7]; research procedural and ethical rules regarding privilege [.5].	5.20	\$3,302.00
03/16/21	BS	Analyze case law regarding merger clauses and covenants not to compete under Texas law; revise brief in support of preliminary injunction.	2.80	\$1,316.00
03/16/21	EFS	Draft Eric Haynes declaration for preliminary injunction hearing, revise and edit declaration, and correspond with R. Slovak and E. Haynes regarding the same (3.5); coordinate filling witness and exhibit list for 3/19 hearing and issues incident to exhibits (1.0); attention to defendants' witness and exhibit list (.5); further revise and file unopposed motion to seal documents (.6); attention to demonstrative of plaintiffs' corporate structure for preliminary injunction hearing (.4); correspond with litigation team regarding issues incident to preparing for depositions and 3/19 hearing (.3).	6.30	\$2,992.50

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50202889

Page 50

Foley & Lardner LLP

April 27, 2021

03/16/21	NJOV	Communications with R. Slovak regarding the Deposition Exhibits Index; update the Deposition Exhibit Index to include additional information requested by counsel; upload additional deposition transcripts to electronic files and forward TXT files to S. Lockhart and R. Slovak; coordinate with M. Hale to meet and discuss technology for upcoming hearing; prepare and finalize Plaintiffs' Exhibits for filing with the court; update Exhibit Index to include additional exhibits; comparison of Defendant's Exhibit List with Plaintiffs' Exhibit List and create a joint list of those exhibits that are the same; download Defendants Hearing Exhibits, Plaintiffs' Hearing Exhibits and Joint Hearing Exhibits to electronic files and forward the file link to the Trial Team; receipt of additional deposition exhibits from opposing counsel and download same into electronic deposition folder for Wayne Nugent in preparation of upcoming deposition.	6.20	\$2,046.00
03/16/21	RTS	Telephone conference with counsel for Wayne Nugent regarding deposition issues; review and analysis of all deposition exhibits for potential confidentiality research and analysis-designations; edit and revise declaration of Justin Sparks; edit and revise direct examination of Simon Davies; edit and revise Eddie Head cross examination; edit and revise trial task list; analysis with trial team regarding strategy for hearing preparation; review and analysis of, and summarize, Head, Davies and Poates depositions; work on opening; edit and revise declaration of Eric Haynes; edit and revise witness and exhibit list.	8.60	\$6,966.00
03/16/21	SCL	E-mails with Todd Hoodenpyle and Michelle Shriro regarding motion to seal, discovery de-designation and privilege issues (.6); confer with Patrick Schurr regarding Trask, Grouply and Top Tier discovery (.3).	0.90	\$724.50
03/16/21	SCL	Continue work on Izhak Benshabat deposition outline and analysis of potential exhibits (2.4).	2.40	\$1,932.00
03/16/21	SCL	Work on preliminary injunction hearing strategy (1.5), including analysis with Eric Haynes of de-designation issues (.2); analysis of witness declaration topics (.3), and coordination with Wayne Nugent's counsel regarding deposition strategy (1.1).	3.10	\$2,495.50
03/16/21	SCL	Address classified information designation issues.	0.20	\$161.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50202889

Page 51

Foley & Lardner LLP

April 27, 2021

03/16/21	SCL	Review motion to seal revisions (.1); review and revise trial declarations (.5).	0.60	\$483.00
03/16/21	SJ	Communications with Foley litigation team regarding data room information.	0.20	\$88.00
03/16/21	SJ	Communications with Foley litigation team regarding discovery issues and documents related to injunction hearing.	0.40	\$176.00
03/17/21	AEC	Various discussions with Rob Slovak regarding strategy and action items relating to Justin Sparks declaration and opening and closing arguments (.6); conference call with Justin Sparks regarding declaration and upcoming preliminary injunction hearing (2.1); finalize draft Justin Sparks declaration and submit same to Rob Slovak and Steven Lockhart (.5); review and analyze additional potentially responsive communications regarding Eddie Head's access to confidential information (.7); attend and take notes on Izhak Shabat's deposition in preparation for upcoming preliminary injunction (.7); attend and participate in internal meeting to discuss strategy, immediate action items, and designated tasks regarding same (.5); preparation of draft opening argument for preliminary injunction hearing, and various discussions with Emily Shanks and Brooke Bahlinger regarding case analysis and key quotations to include for opening and closing (1.3).	6.40	\$4,064.00
03/17/21	BCB	Research and analyze case law on non-competes, specifically consideration and enforceability; consult with A. Chibli and E. Shanks regarding same.	2.30	\$1,012.00
03/17/21	BCM	Participate in W. Nugent's deposition [3]; participate in I. Benshabat's deposition [1.5]; draft closing argument for preliminary injunction hearing [1.5]; draft cross examination outline for M. Morris, J. Santos, and B. Schrag [2]; participate in trial team strategy session for upcoming preliminary injunction hearing [.5].	8.50	\$5,397.50
03/17/21	BS	Correspond with R. Slovak regarding revisions to brief in support of preliminary injunction; revise brief in support of preliminary injunction.	3.70	\$1,739.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50202889

Page 52

Foley & Lardner LLP

April 27, 2021

03/17/21	EFS	Meet with E. Haynes regarding declaration of testimony for preliminary injunction hearing (.5); attention to confidential exhibits and issues incident to filing the same, including de-designating certain exhibits and ensuring they're ready for filing, and assist B. Werner in preparing exhibits for filing (1.4); attention to revising and editing witness and exhibit list and assist N. Overton and B. Werner with the same (.7); hearing preparation with attention to preparing demonstratives, powerpoint presentations of argument, and presentation of testimony and other evidence to court in preparation for preliminary injunction hearing (3.5); meeting with litigation team to discuss next steps (1.0); correspond with A. Chibli regarding assisting with tasks needed for preliminary injunction hearing (.4).	7.50	\$3,562.50
03/17/21	NJOV	Review R. Slovak's instructions and download to print Plfs' Hearing Exs. 1, 8, and 31 and Def's Hearing Exs. 1, 5 and 7 and deliver same for further review; receipt of additional Plfs' exhibits to add in preparation of PI Hearing; search Def's Hearing Exhibits Index to confirm Plfs' additional exhibits have not been previously marked by Def's; confer with R. Slovak regarding same; download, print, and organize Plaintiffs' Hearing Exhibits into a binder and deliver same to R. Slovak; telephone communications with E. Shanks regarding the location of Leadership Zoom, Vacation Leader (Jan.26, 2021) video in preparation of adding to Plaintiffs' Hearing Exhibits; coordinate with M. Hale to set up a meeting to discuss technology regarding upcoming hearing; multiple email communications with E. Shanks forwarding Plaintiffs' Exhibit List, Deposition Exhibits Index and Joint Exhibit List for further review; analysis of Defendant's Exhibit List along with Def's exhibits and summarize the discrepancies with some of the Def's hearing exhibits for further review by the Trial Team.	4.40	\$1,452.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50202889

Page 53

Foley & Lardner LLP

April 27, 2021

03/17/21	RTS	Prepare for depositions; analysis with trial team regarding tasks and case strategy; review and analysis of new exhibits from Head; edit and revise Eric Haynes declaration and meet with Eric Haynes regarding same; edit and revise declaration of Justin Sparks and analysis with Aaron Chibli regarding same; edit and revise cross examinations of "may call" witness and review and analysis of key documents related to same; work on closing argument; review and analysis of, and summarize, deposition transcript of Simon Davies.	8.50	\$6,885.00
03/17/21	SCL	Wayne Nugent deposition (4.3); prepare for and conduct Seacret corporate representative deposition (3.5).	7.80	\$6,279.00
03/17/21	SCL	Work on preliminary injunction hearing strategy (.7), including analysis of witness issues with Eric Haynes and Rob Slovak (.3); coordination with Wayne Nugent's counsel regarding declaration strategy (.2).	1.20	\$966.00
03/18/21	AEC	Various discussions with Justin Sparks regarding his declaration and the upcoming preliminary injunction hearing (.8); prepare draft of Justin Sparks declaration, incorporating Sparks' comments and revisions, along with proposed suggestions from Rob Slovak and Steven Lockhart (1.7); prepare opening argument and corresponding slides and discussions with Emily Shanks regarding same, along with draft of closing argument (1.4).	3.90	\$2,476.50
03/18/21	BCM	Draft closing argument for preliminary injunction hearing.	1.20	\$762.00
03/18/21	BS	Revise brief in support of preliminary injunction; analyze case law regarding non-compete clauses under Texas law.	3.40	\$1,598.00
03/18/21	DEG	Review email from Marcus Helt (.1); respond to same (.1); review email from Tom Scannell (.1); review email from Stephen Jones (.1); review email from Tom Scannell (.1); review email from Stephen Jones (.1); telephone conference with Marcus Helt (.2).	0.80	\$496.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50202889

Page 54

Foley & Lardner LLP

April 27, 2021

03/18/21	EFS	Revise motion to continue hearing and correspond with S. Lockhart and Court personnel regarding the same (.4); prepare powerpoint slides of relevant provisions of LSA and Head's employment agreement in preparation for 3/26 hearing and assess arguments for each provision (1.7); discuss issues incident to exhibits and upcoming hearing strategy with R. Slovak and schedule for the same (.5); begin preparing powerpoint slides for opening and closing arguments (.5).	3.10	\$1,472.50
03/18/21	NJOV	Assist with Preliminary Injunction preparation, including pulling and preparing additional exhibits to be added to the Plaintiffs' Exhibits List, update Plaintiffs' Exhibit notebook to include same and forward the Amended Plaintiffs' Exhibits List to the Trial Team for further review; communications with Rob Slovak regarding the Deposition Exhibit binders; begin combining all deposition exhibits into notebooks including additional deposition exhibits marked and update the deposition exhibit index to include same for the Trial Team; analysis of multiple emails received from Emily Shanks assembling the emails regarding research in preparation of the Preliminary Injunction hearing, organize same into the electronic case file and prepare a notebook including same for the Trial Team's reference; coordinate with M. Hale regarding discussion with Rob Slovak concerning the technology set up for upcoming hearing.	3.20	\$1,056.00
03/18/21	RTS	Edit and revise opening and closing; review and analysis of Poates deposition transcript and meeting with Michael Poates to prepare for testimony; edit and revise Head cross examination; analysis with trial team regarding case strategy and tasks.	4.80	\$3,888.00
03/18/21	SCL	Work on preliminary injunction hearing strategy including analysis of potential witness issues and testimony (2.7).	2.50	\$2,012.50
03/18/21	SCL	Conferral e-mails or calls with Todd Hoodenpyle and/or court personnel regarding hearing continuance (.4).	0.40	\$322.00
03/18/21	SCL	Review continuance motion and order (.3).	0.30	\$241.50

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50202889

Page 55

Foley & Lardner LLP

April 27, 2021

03/19/21	AEC	Various discussions with Steven Lockhart and Rob Slovak regarding strategy and immediate action items (.9); attend Izhak's deposition and prepare summary of key quotes/notes and follow up with Rob Slovak and Steven Lockhart regarding same (1.8); prepare draft opening argument outline and discussions with Emily Shanks regarding same (2.8); discussions with Justin Sparks regarding his declaration and upcoming preliminary injunction hearing (.7).	6.20	\$3,937.00
03/19/21	AEC	Conduct quality control of potentially responsive documents and communications, including review for confidentiality and privilege issues.	1.60	\$1,016.00
03/19/21	BCM	Participate in conference call with trial team regarding upcoming tasks.	0.20	\$127.00
03/19/21	BS	Correspond with R. Slovak and S. Lockhart regarding upcoming preliminary injunction hearing.	0.30	\$141.00
03/19/21	CBHO	Review employment agreement; prepare email regarding same.	0.30	\$250.50
03/19/21	EFS	Attend and participate in litigation team meeting to access recent depositions and strategize for 3/26 preliminary injunction hearing (1.4); discuss and analyze tasks and research needed in preparation for preliminary injunction hearing with S. Lockhart and R. Slovak (.6); begin addressing tasks needed for 3/26 hearing, including research regarding admitting exhibits and revising witness and exhibit list (1.6); draft power point slides for opening and closing argument (2.5); prepare and file amended notice of hearing and attention to issues incident to continuing preliminary injunction hearing (.6); correspond with the Court regarding continued preliminary injunction hearing (.1); correspond with Head's counsel regarding the unopposed motion to seal (.1).	6.90	\$3,277.50
03/19/21	NJOV	Upload Wayne Nugent Vol 1 deposition transcript to electronic file and forward TXT files to S. Lockhart and R. Slovak.	0.20	\$66.00
03/19/21	RTS	Prepare for an attend deposition of Issac and Seacret; edit and revise Simon Davies direct examination outline; review and analysis of, and summarize, Michael Poates declaration; analysis with trial team regarding task list and closing argument; edit and revise TI supplemental brief.	4.20	\$3,402.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50202889

Page 56

Foley & Lardner LLP

April 27, 2021

03/19/21	SCL	Work on preliminary injunction hearing strategy (1.0), including analysis of witness issues with trial team (.3), debrief with Marcus Helt regarding deposition testimony, Seacret bid modification and hearing strategy (.5) and debrief with Eric Haynes and Rob Slovak regarding deposition testimony and hearing declaration and testimonial issues (.4).	2.20	\$1,771.00
03/19/21	SCL	Conferral with Todd Hoodenpyle regarding hearing exhibit admissibility and objections, declaration deadline and witness and exhibit lists (.3).	0.30	\$241.50
03/19/21	SCL	Prepare for and conduct Seacret / Izhak Benshabat deposition (4.3).	4.30	\$3,461.50
03/19/21	TCD	Format and revise Eddie Head cross-exam outline; review multiple emails from Rob Slovak and Steven Lockhart forwarding various case-related materials, including communications regarding depositions and re-scheduling of injunction hearing, and organize same into electronic files.	2.70	\$823.50
03/20/21	AEC	Prepare and finalize opening argument and corresponding slides and discussions with Emily Shanks regarding same (3.9); prepare draft closing argument and corresponding slides and discussions with Emily Shanks regarding same (1.2).	5.10	\$3,238.50
03/20/21	EFS	Work with A. Chibli on the opening outline for preliminary injunction hearing, issues incident to facts in opening statement, and create powerpoint slides for hearing.	4.00	\$1,900.00
03/20/21	EFS	Attention to arguments in closing argument for preliminary injunction hearing and revise closing outline accordingly.	0.40	\$190.00
03/21/21	BCB	Consult with R. Slovak regarding joint defense privilege issue.	0.10	\$44.00
03/21/21	BS	Revise brief in support of preliminary injunction; analyze case law regarding non-compete clauses under Texas law.	0.40	\$188.00
03/21/21	RTS	Edit and revise exhibit list and witness list; review and analysis of deposition transcripts; edit and revise closing.	2.00	\$1,620.00
03/21/21	SCL	Work on preliminary injunction hearing strategy including e-mails and calls with trial team regarding same (.5).	0.50	\$402.50

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50202889

Page 57

Foley & Lardner LLP

April 27, 2021

03/21/21	SCL	Revise preliminary injunction declarations (.4); review and revise supplemental brief in support of preliminary injunction (.9).	1.30	\$1,046.50
03/21/21	TCD	Extensive revisions and reformatting of Eddie Head Cross-Exam outline and Simon Davies direct exam outline and send emails to Rob Slovak forwarding same for review and comment; review multiple emails from Rob Slovak, Steven Lockhart, and Aaron Chibli forwarding various case-related materials, including deposition transcripts, client communications, correspondence with opposing counsel, and attorney notes, and organize same into electronic files.	3.30	\$1,006.50
03/22/21	AEC	Various discussions with Rob Slovak, Emily Shanks, Brandon Marx, and Steven Lockhart regarding discovery issues, including recent productions by Seacret and Eddie Head.	0.80	\$508.00
03/22/21	AEC	Various discussions with Rob Slovak and Emily Shanks regarding opening argument and corresponding slides (2.1); finalize draft of opening argument outline and corresponding slides, incorporating Rob Slovak's analysis and comments (2.9); prepare and finalize draft of closing argument outline with corresponding slides and various discussions with Emily Shanks regarding same (3.4); discussions with Rob Slovak and Steven Lockhart regarding Justin Sparks declaration and anticipated examination questions at preliminary injunction hearing (.5); review exhibit and witness list and discussions with Foley team regarding same (.4).	9.30	\$5,905.50
03/22/21	BCB	Research and analyze privilege issue regarding communications between Head and Seacret's lawyer as well as Izhak and Head's lawyer; consult and discuss with R. Slovak and S. Lockhart regarding same.	4.20	\$1,848.00
03/22/21	BCM	Review and analyze Seacret corporate representative deposition [1.3]; review and revise E. Head cross examination outline [.5]; review and revise "may call" witness cross examination outline [.2]; communications with R. Slovak regarding Seacret corporate representative recap and task list [.4].	2.40	\$1,524.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50202889

Page 58

Foley & Lardner LLP

April 27, 2021

03/22/21	BS	Revise brief in support of preliminary injunction; analyze case law regarding non-compete clauses under Texas law; correspond with R. Slovak regarding same.	3.10	\$1,457.00
03/22/21	EFS	Attention to revising witness and exhibit list and adding/changing exhibits and correspond with litigation team regarding finalizing exhibits (1.2); attention to issues incident to admitting exhibits (.3); draft closing argument with A. Chibli (3.5); call with R. Slovak regarding opening argument and slides (.8); and revise and edit opening argument and slides according to R. Slovak's comments (2.0); assist A. Chibli with issues incident to privilege log (.2).	8.00	\$3,800.00
03/22/21	NJOV	Update Plfs' Hearing Exhibit folder in the case file to reflect the correct name of each exhibits identified in the Exhibits List in preparation of upcoming hearing.	0.60	\$198.00
03/22/21	RTS	Edit and revise opening statement and PowerPoint; edit and revise direct examination of Simon Poates, opening, closing, witness list, exhibit list; review and analysis of Michael Poates deposition transcripts in preparation for meeting with him to prepare for testimony; telephone conference with Todd Hoodenpyle regarding exhibits issues; analysis with trial team regarding task list and strategy.	7.30	\$5,913.00
03/22/21	SCL	Work on preliminary injunction hearing strategy including e-mails and calls with trial team regarding same, analysis of deposition testimony, work on witness examinations and witness testimony scope strategy (4.7).	4.70	\$3,783.50
03/22/21	TCD	Assist with organizing exhibits to correspond with amended exhibit list for exchange with opposing counsel; review multiple emails from Rob Slovak forwarding various case-related materials, including client communications and correspondence with opposing counsel, and organize same into electronic files.	1.60	\$488.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50202889

Page 59

Foley & Lardner LLP

April 27, 2021

03/23/21	AEC	Various discussions with Foley team regarding strategy and immediate action items (.8); finalize draft of opening argument outline and corresponding slides and discuss same with Emily Shanks (2.9); conduct quality control analysis with Brandon Marx, Brooke Bahlinger, Steven Jones, and Melissa Huff relating to trial exhibits and privilege issues (1.9); revise Justin Sparks' declaration, incorporating business record exhibits and Mr. Sparks' and Steven Lockhart's proposed revisions/suggestions and pursuant to conference call regarding same (2.6); prepare closing argument outline and corresponding slides, incorporating key depo cites and key exhibits and various discussions with Emily Shanks and Steven Lockhart regarding same (4.8); review and analyze recent productions (.7).	13.70	\$8,699.50
03/23/21	BCB	Research and analyze privilege issue, specifically the allied litigant privilege; analyze and review documents to produce privilege log.	5.70	\$2,508.00
03/23/21	BCM	Review and revise opening PowerPoint presentation [5.1]; review and revise exhibit list [1.5]; review and revise E. Head cross examination out line [.5]; participate in trial team call regarding outstanding tasks [.5]; review and analyze Seacret's latest document production [1].	8.60	\$5,461.00
03/23/21	BS	Revise brief in support of preliminary injunction; analyze case law regarding non-compete clauses under Texas law; correspond with R. Slovak regarding same.	3.90	\$1,833.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50202889

Page 60

Foley & Lardner LLP

April 27, 2021

03/23/21	EFS	Attention to the witness and exhibit list and exhibits for the same, and prepare for filing the same (1.8); attention to admission of video exhibits (.4); Assist A. Chibli with arguments in closing argument and revise closing powerpoint slides with attention to pulling additional factual support and with attention to breach of fiduciary duty (3.5); review deposition testimony of Head and I. Ben Shabat for closing powerpoint and closing argument (.8); attention to various issues incident to preparing for preliminary injunction hearing (2.5); meeting with R. Slovak and A. Chibli to discuss closing argument (.7); discuss evidentiary hearsay concerns regarding the business records exception with S. Obenhaus in preparation for preliminary injunction hearing (.5); analyze and research business records hearsay exception with regard to certain exhibits for I. Ben Shabat cross in preparation for preliminary injunction hearing (.6); revise and edit E. Haynes declaration and correspond with E. Haynes regarding the same (.4); attend and participate in litigation team meeting to strategize for preliminary injunction hearing (.8); pull filings in bankruptcy case for the sale motion regarding issues incident to sale in preparation for preliminary injunction hearing (.2).	12.20	\$5,795.00
03/23/21	RTS	Edit and revise opening, closing, declaration of Eric Haynes and of Justin Sparks; analysis with Emily Shanks and Aaron Chibli regarding closing presentation; review and analysis of Isaac deposition; review and analysis of D's exhibit list and exhibits and confer with opposing counsel regarding objections; meeting with Michael Poates to prep for testimony; meeting with Simon Davies to prep for testimony; edit and revise TI brief; analysis with trial team regarding preparation for TI hearing.	9.50	\$7,695.00
03/23/21	SCL	Prepare for and conduct written and telephonic conferrals regarding exhibit and witness lists.	1.10	\$885.50
03/23/21	SCL	Revise witness declarations.	0.20	\$161.00
03/23/21	SCL	Work on preliminary injunction hearing strategy (.7) including e-mails and calls with trial team (.5) analysis of deposition testimony (1.8), Michael Poates witness preparation (2.0), Simon Davies witness preparation (1.6), work on Izhak Benshabat cross-examination (1.0).	7.60	\$6,118.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50202889

Page 61

Foley & Lardner LLP

April 27, 2021

03/23/21	SJ	Review and categorize documents for privilege log related to the Head litigation.	4.20	\$1,848.00
03/23/21	SRO	Confer with E. Shanks regarding evidence authentication issues.	0.40	\$332.00
03/23/21	TCD	Assist with preparations for injunction hearing, including organizing exhibits, revisions to Eddie Head Cross-Exam and pulling referenced exhibits and confirming exhibit numbers match; review multiple emails from Rob Slovak forwarding various case-related materials, including research, client communications, document-production related correspondence, correspondence from court reporters forwarding transcripts and deposition exhibits, and organize same into electronic files.	4.00	\$1,220.00
03/24/21	AEC	Various discussions with Rob Slovak and Steven Lockhart and Foley team regarding upcoming preliminary injunction hearing and immediate action items (.9); revise Justin Sparks' declaration and compile business records exhibits, incorporating Mr. Sparks' revisions and proposed suggestions and submitting same for filing with the Court (1.9); conduct and participate mock cross and redirect examination with Justin Sparks and Rob Slovak (.7); review and analyze Defendant's declarations and amended witness an exhibit list (1.6); draft and prepare closing argument outline and corresponding slides, incorporating Rob Slovak's analysis and comments into same (3.8); review and prepare summary of relevant and analogous case law to rebut Defendant's arguments (.6); review supplemental brief and discussions with Brantley Smith regarding same (.4).	9.90	\$6,286.50
03/24/21	BCB	Research and analyze case law regarding objections to evidence at preliminary injunction stage; consult and discuss with A. Chibli regarding same; attend team case status update call.	2.30	\$1,012.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50202889

Page 62

Foley & Lardner LLP

April 27, 2021

03/24/21	BCM	Review and revise E. Head's cross examination outline [2]; review and analyze Defendant's declarations [1]; participate in call with R. Slovak and S. Lockhart regarding motion to strike and objections [.7]; draft motion to strike and objections to declarations [3]; review and revise motion to strike and objections to declarations [.5]; draft proposed order granting preliminary injunction [1.5].	8.70	\$5,524.50
03/24/21	BS	Revise brief in support of preliminary injunction; analyze case law regarding non-compete clauses under Texas law; correspond with R. Slovak, E. Shanks, A. Chibli regarding same.	5.30	\$2,491.00
03/24/21	EFS	Draft, revise and edit opening powerpoint slides and argument in preparation for preliminary injunction hearing (2.5); correspond with R. Slovak regarding the opening argument and slides and issues incident to admission of evidence and overcoming objections (.7); analyze objections to evidence and draft responses to objections (2.0); manage filing of witness and exhibit list, filing of exhibits and submission of exhibits to court, and the same for filed under seal exhibits (2.0); correspond with counsel for defendant regarding access to exhibits and attention to issues incident to preparing for preliminary injunction hearing (.8); attention to use of video evidence and correspond with litigation team regarding the same (.4); correspond with T. Durham to prepare exhibits and presentations for preliminary injunction hearing (.4); assist A. Chibli with closing argument and revising closing powerpoint slides (3.4).	12.20	\$5,795.00
03/24/21	RTS	Edit and revise exams; review and analysis of, and summarize depositions; work on exhibits; edit and revise motion to strike; prep Michael Poates and Simon Davies; analysis with trial team regarding case status and strategy; edit and revise opening.	9.10	\$7,371.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50202889

Page 63

Foley & Lardner LLP

April 27, 2021

03/24/21	SCL	Work on preliminary injunction hearing strategy and analysis of evidentiary issues (3.8) including analysis of Head, Ben Shabat, Najfi, Schrag, and Morris declarations (1.6), analysis of motion to strike declarations strategy and revisions to motion (1.2), Eric Haynes witness preparation (1.0), work on Izhak Benshabat cross-examination (.4), work on opening and closing strategy including revisions thereto (2.2), call with Eric Haynes regarding settlement strategy and authorization (.3).	10.50	\$8,452.50
03/24/21	SCL	Call from Beth Levine (UCC counsel) regarding preliminary injunction hearing (.4).	0.40	\$322.00
03/24/21	TCD	Assist with preparation for upcoming injunction hearing, including revisions to opening and closing argument outlines and PowerPoint presentations, exhibit organization, creation of hearing notebooks, meeting with IT department and Rob Slovak to discuss conference room organization; review multiple emails from Rob Slovak and Steven Lockhart forwarding various case-related materials, including client communications, correspondence with opposing counsel, client documents, and research, and organize same into electronic files; print multiple emails containing case law, and organize same into notebook with index to same pursuant to Rob Slovak's request.	11.10	\$3,385.50
03/25/21	AEC	Draft and finalize Justin Sparks' responses to Defendant's objections to Sparks' Declaration and discussions with Steven Lockhart and Brandon Marx regarding same (2.8); various discussions with Rob Slovak and Steven Lockhart regarding tomorrow's preliminary injunction hearing, evidentiary issues, and immediate action items (.9); finalize draft of closing argument outline and corresponding slides, incorporating Rob Slovak's analysis into same (3.8); review and analyze Defendant's objections to Plaintiffs' emergency application for preliminary injunction and review potential violations of local rules regarding same (1.6); prepare for potential re-direct and cross-examination questions of Justin Sparks (1.2).	10.30	\$6,540.50
03/25/21	BCB	Research and analyze responses to objections to evidence; consult and discuss case law regarding non-competes with A. Chibli; shepherdize case law used for closing.	1.50	\$660.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50202889

Page 64

Foley & Lardner LLP

April 27, 2021

03/25/21	BCM	Review and revise E. Head cross examination outline [1]; review and revise "may call" witness cross examination outline [4]; communications with R. Slovak and S. Lockhart regarding "may call" witness cross examination outline[.2]; review and revise objections to and motion to strike [1.5]; draft motion to strike exhibit and proposed order [3.7]; draft response to Head's objections to Haynes' declaration [1.5].	8.30	\$5,270.50
03/25/21	BS	Revise brief in support of preliminary injunction; analyze case law regarding non-compete clauses under Texas law; correspond with R. Slovak, E. Shanks, A. Chibli regarding same.	5.40	\$2,538.00
03/25/21	EFS	Continue drafting and revising opening argument for preliminary injunction hearing and powerpoint slides for the same (2.0); analyze opening argument and powerpoint slides for the same with R. Slovak (.4); address issues incident to defendant's exhibits and issues incident to plaintiffs' exhibits in preparation for 3/26 preliminary injunction hearing (1.0); assist in addressing issues and case law incident to Head's response to TRO application (.3) ; assist with evidentiary issues in preparation for preliminary injunction hearing (.3); correspond with opposing counsel and witnesses regarding 3/26 hearing (.1).	4.10	\$1,947.50
03/25/21	RTS	Edit and revise opening and opening Power Point; edit and revise closing and closing PowerPoint; edit and revise witness exams and review of exhibits; edit and revise motion to strike; confer with Brandon Marx and Steven Lockhart regarding same; prepare for arguments and TI hearing.	13.50	\$10,935.00
03/25/21	SCL	Work on preliminary injunction hearing strategy and analysis of evidentiary issues including analysis of objections to Head, Ben Shabat, Najfi, Schrag, and Morris declarations (1.2), calls and e-mails with trial team members regarding hearing strategy and assignments (.6); work on opening and closing strategy, outline and visuals (1.8), Izhak Benshabat witness exam and exhibit review (.9), Michael Poates mock cross and witness preparation (2.0), Simon Davies mock cross and witness preparation (1.0).	7.50	\$6,037.50
03/25/21	SCL	E-mails and telephonic conference with Todd Hoodenpyle regarding declaration objections.	0.70	\$563.50

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50202889

Page 65

Foley & Lardner LLP

April 27, 2021

03/25/21	SCL	Revise motion to strike and exhibit thereto (.5).	0.50	\$402.50
03/25/21	SJ	Review federal rules and local rules for compliance issues related to recent filings (.3); Communications with Foley team regarding same (0.2).	0.50	\$220.00
03/25/21	TCD	Assist with preparation for injunction hearing, including extensive revisions to opening and closing argument outlines and PowerPoint presentations, meeting with Rob Slovak and IT department to test technology for the upcoming hearing; revise and finalize Eddie Head cross-exam and Simon Davies direct exam; begin organizing hearing exhibits, depo transcripts and declarations into Trial Director for presenting at hearing; create notebook of Declarations for Brandon Marx; create hearing notebook and index for Rob Slovak to include all filings relating to the TRO Application and Complaint.	12.20	\$3,721.00
03/25/21	TCS	Attend to document production in connection with committee investigation (.4); email exchange with committee counsel regarding same (.2).	0.60	\$435.00
03/26/21	AEC	Attend and participate in preliminary injunction hearing, including assisting lead attorneys throughout hearing and conducting cross examination of Justin Sparks and responding to objections raised by Defendant.	9.90	\$6,286.50
03/26/21	BCM	Prepare for preliminary injunction hearing [2.5]; participate in preliminary injunction hearing [8.7].	11.20	\$7,112.00
03/26/21	EFS	Attention to issues incident to exhibits during 3/29 preliminary injunction hearing and correspond with B. Marx and B. Werner regarding the same.	0.20	\$95.00
03/26/21	NJOV	Assist in preparation of Preliminary Hearing , including downloading and printing exhibits identified in Justin Sparks Declaration , the Response to Objections (Hayes Declaration), the Chart Addressing Ex. Objs., and Simon Davies Exam; telephone communications with the Court Clerk regarding the opening and closing PowerPoint presentations; email communications with the Court Clerk forwarding the Opening and Closing PowerPoint presentations in preparation of hearing.	0.60	\$198.00
03/26/21	RTS	Prepare for and attend TI hearing.	10.80	\$8,748.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50202889

Page 66

Foley & Lardner LLP

April 27, 2021

03/26/21	SCL	Prepare for and argue preliminary injunction hearing (10.6).	10.60	\$8,533.00
03/26/21	SJ	Attend hearing on preliminary injunction in Head adversary proceeding.	5.80	\$2,552.00
03/26/21	TCD	Finalize opening and closing argument outlines and PowerPoint presentations; attend injunction hearing to assist attorneys and run trial technology.	10.80	\$3,294.00
03/27/21	BCM	Review and revise preliminary injunction order [1]; communications with R. Slovak regarding the same [2].	1.20	\$762.00
03/28/21	BCM	Review and analyze preliminary injunction revisions.	0.10	\$63.50
03/28/21	RTS	Edit and revise proposed TI.	0.60	\$486.00
03/28/21	SJ	Communications with R. Slovak regarding scheduling order for Head adversary proceeding (0.2); Research issues related to same (0.7).	0.90	\$396.00
03/29/21	BCM	Draft scheduling order [.6]; review and revise scheduling order [.3]; review and revise preliminary injunction order [.1].	1.00	\$635.00
03/29/21	RTS	Edit and revise TRO; analysis with Steven Lockhart regarding case status and strategy; edit and revise proposed scheduling order; review and analysis of transcript from PI hearing ruling.	1.00	\$810.00
03/29/21	SCL	Analyze go-forward discovery strategy (.6) including call with Eric Haynes (.2); analyze oral preliminary injunction ruling transcript (.2); analyze news publications regarding preliminary injunction hearing issues (.3); analyze potential scheduling order issues and strategy (.4).	1.70	\$1,368.50
03/29/21	SCL	Review and revise preliminary injunction order (.9).	0.90	\$724.50
03/29/21	SCL	Conferral e-mails with Todd Hoodenpyle regarding preliminary injunction order (.1); conferral communications with UCC counsel regarding preliminary injunction order (.1).	0.20	\$161.00
03/29/21	SJ	Review and analyze Viva Voyage complaint in new adversary proceeding (0.8); Communications with Foley litigation team regarding same (0.4).	1.20	\$528.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50202889

Page 67

Foley & Lardner LLP

April 27, 2021

03/29/21	SJ	Communications with R. Slovak regarding scheduling order for Head adversary proceeding (0.6); Communications with Court regarding same (0.3); Communications with S. Lockhart, R. Slovak, and M. Helt regarding hearing transcript and the Court's ruling on the Head preliminary injunction (0.4).	1.30	\$572.00
03/29/21	TCD	Review multiple emails from Rob Slovak forwarding various case-related materials, including communications with opposing counsel, court filings, correspondence with clients, deposition-related videos and transcripts, research, and witness materials, and organize same into electronic files.	1.40	\$427.00
03/30/21	AEC	Attend and participate in WorldVentures strategy meeting with Rob Slovak, Steven Lockhart, and Brandon Marx (1); review and analyze relevant documents relating to Jefferson Santos and discussion with Brandon Marx regarding draft requests for production relating to same (.4).	1.40	\$889.00
03/30/21	BCM	Participate in trial team meeting regarding case tasks and strategy [1]; draft document requests to subpoena recipients [1.5]; communications with R. Slovak and S. Lockhart regarding revisions to preliminary injunction order [.3]; review and revise preliminary injunction order [.9].	3.70	\$2,349.50
03/30/21	RTS	Edit and revise proposed PI and scheduling order; analysis with trial team to map out discovery and trial strategy and to prepare task list.	1.50	\$1,215.00
03/30/21	SCL	Analyze potential deposition witnesses, witness topics and areas of inquiry, written discovery topics, and discovery limitations (1.2); analyze potential additional claims and defenses relating to Head litigation, including potential benefits of streamlining claims (1.2).	2.40	\$1,932.00
03/30/21	SCL	Review and revise multiple preliminary injunction order versions.	0.50	\$402.50
03/30/21	SCL	E-mails with Todd Hoodenpyle regarding preliminary injunction order revisions (.1); e-mails with UCC counsel regarding preliminary injunction (.1).	0.20	\$161.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50202889

Page 68

Foley & Lardner LLP

April 27, 2021

03/30/21	TCD	Review multiple emails from Rob Slovak forwarding various case-related materials, including court filings, communications with clients, correspondence with opposing counsel relating to proposed PI order and submission to Court, witness-related materials, links to court reporting site for downloading deposition videos, and organize same into electronic files; review materials from March 26 PI hearing, and organize binders and materials for use in future hearings and depositions.	1.40	\$427.00
03/31/21	BCM	Review and revise preliminary injunction order [1]; draft letter to court regarding preliminary injunction order [.3]; review and revise the same [.3]; draft second set of requests for production to Head [1.5]; review and analyze Nugent's recordings for production [2.8].	5.90	\$3,746.50
03/31/21	RTS	Review and analysis of new audio recordings produced by Wayne; edit and revise discovery requests; draft correspondence with court regarding failed attempts to finalize TI; exchange correspondence with Hoodenpyle regarding same.	1.80	\$1,458.00
03/31/21	SCL	Multiple conferral e-mails with Todd Hoodenpyle regarding preliminary injunction order, including analysis of propose changes to preliminary injunction order.	0.40	\$322.00
03/31/21	SCL	Review and revise preliminary injunction order and court correspondence regarding same.	0.40	\$322.00
03/31/21	SCL	E-mails with Patrick Schurr regrading Trask 2004 issues.	0.20	\$161.00
03/31/21	TCD	Review multiple emails from Rob Slovak forwarding various case-related materials, including correspondence with Patrick Schurr regarding Rule 2004 Exam, correspondence with Todd Hoodenpyle regarding PI Order, and emails from clerk forwarding various court filings, and organize same into electronic files.	0.40	\$122.00
Task Total:			1,376.60	\$830,429.00
Services Total:			1,610.60	\$977,377.50

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50202889

Page 69

Foley & Lardner LLP

April 27, 2021

Professional Services Summary

Task Code	Task Description	Hours	Amount
B110	B110 - Case Administration	120.20	78,956.50
B120	B120 - Asset Analysis and Recovery	8.30	7,594.50
B130	B130 - Asset Disposition	19.80	14,994.00
B140	B140 - Relief from Stay/Adequate Protection Proceedings	4.80	3,024.00
B150	B150 - Meetings of and Communications with Creditors	6.60	3,759.00
B160	B160 - Fee/Employment Applications	11.00	5,609.50
B170	B170 - Fee/Employment Objections	0.50	220.00
B190	B190 - Other Contested Matters (excluding assumption/rejecti	41.60	19,422.50
B210	B210 - Business Operations	8.50	5,595.50
B230	B230 - Financing/cash Collections	7.20	5,353.00
B320	B320 - Plan and Disclosure Statement including Business Plan	5.50	2,420.00
B440	B440 - Adverse Proceedings	1,376.60	830,429.00
Totals		1,610.60	\$977,377.50

Expenses Incurred

Description	Amount
Color Photocopying Charges	\$39.75
Depositions / Transcripts, Exams	\$10,409.49
Litigation Services - Hosting	\$1,700.00
Meals	\$283.75
Other Expenses	\$1,738.00
Other Fees	\$4,585.54
Photocopying Charges	\$13.20
Recording / Filing Fees	\$350.00
Shipping Charges	\$171.72
Westlaw	\$6,187.50
Expenses Incurred Total	\$25,478.95

Certain services and expenses, which involve payments made to third parties, include an additional charge based upon our internal costs with respect to those services and expenses.



FOLEY & LARDNER LLP
2021 MCKINNEY AVENUE
SUITE 1600
DALLAS, TEXAS 75201
TELEPHONE (214) 999-3000
FACSIMILE (214) 999-4667
WWW.FOLEY.COM

WorldVentures Holdings LLC
Submit to Serengeti * do not mail
include cost backup & pdf copy of invoice
Plano, TX 75024

Date: April 27, 2021
Invoice No.: 50202889
Our Ref. No.: 636264-0021

Remittance Advice

Outstanding Invoices:

04/19/21 - 50197046	\$598,043.55
04/19/21 - 50197047	\$331,559.64

<i>Prior Outstanding Balance:</i>	<hr/> \$929,603.19
-----------------------------------	--------------------

Current Invoice:

04/27/21 - 50202889	\$1,002,856.45
Total Amount Due:	<hr/> \$1,932,459.64

Please mail check payments to:

Foley & Lardner LLP
P.O. Box 78470
Milwaukee, WI 53278-8470

Foley & Lardner LLP's preferred payment method is ACH
(CTX or CCD+ transmission) with invoice number(s)
included in the addenda of the ACH.

Please send electronic payment remittance advice and
questions to accountsreceivable@foley.com.

Foley & Lardner LLP
U.S. Bank, NA
777 E. Wisconsin Ave.
Milwaukee, WI 53202
ABA No.: 075000022
Acct No.: 112031389
Swift Code: USBKUS44IMT
(foreign wires only)

Robert Slovak (TX 24013523)
Steven C. Lockhart (TX 24036981)
Thomas C. Scannell (TX 24070559)
Stephen A. Jones (TX 24101270)
FOLEY & LARDNER LLP
2021 McKinney Avenue, Suite 1600
Dallas, Texas 75201
Telephone: (214) 999-3000
Facsimile: (214) 999-4667
rslovak@foley.com
slockhart@foley.com
tscannell@foley.com
sajones@foley.com

**COUNSEL FOR THE DEBTORS
AND DEBTORS-IN-POSSESSION**

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF TEXAS
SHERMAN DIVISION**

In re:	§	Chapter 11
	§	
SPHERATURE INVESTMENTS LLC,	§	Case No.: 20-42492
<i>et al.</i>	§	
	§	
Debtors.¹	§	Jointly Administered

**MONTHLY FEE STATEMENTS OF FOLEY & LARDNER LLP
FOR COMPENSATION FOR SERVICES AND REIMBURSEMENT OF EXPENSES
AS COUNSEL TO THE DEBTORS FOR THE PERIOD OF
APRIL 1, 2021 TO APRIL 30, 2021**

On March 1, 2021, the Honorable Brenda T. Rhoades, Chief Bankruptcy Judge for the United States Bankruptcy Court for the Eastern District of Texas (the “**Court**”) entered an *Amended Order Granting Motion for Administrative Order Under Bankruptcy Code Sections 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (the “**Interim Compensation Order**”) [Docket No. 153]. Pursuant to

¹ The “**Debtors**” in the above-captioned jointly administered chapter 11 bankruptcy cases (“**Cases**”) are: Spherature Investments LLC EIN#5471; Rovia, LLC EIN#7705; WorldVentures Marketing Holdings, LLC EIN#3846; WorldVentures Marketplace, LLC EIN#6264; WorldVentures Marketing, LLC EIN#3255; WorldVentures Services, LLC EIN#2220.

**MONTHLY FEE STATEMENTS OF FOLEY & LARDNER LLP FOR COMPENSATION FOR SERVICES
AND REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE DEBTORS FOR THE PERIOD OF
APRIL 1, 2021 TO APRIL 30, 2021**

the Interim Compensation Order, Foley & Larder LLP (“**Foley**”), counsel for Spherature Investments LLC (“**Spherature**”), together with its affiliates identified herein, as debtors and debtors-in-possession (collectively, the “**Debtors**”), submits these monthly fee statements for services rendered and expense incurred for the periods of April 1, 2021 to April 30, 2021 (the “**Statement Periods**”).

I. Itemization of Services Rendered by Foley:

A. The following is a list of individuals and their respective titles that provided services during the Statement Period. It includes information regarding their respective billing rate and the total number of hours spent by each individual providing services during the Statement Period for which Foley seeks compensation.

SUMMARY

Service Provider	Initials	Title	Hours	Rate	Amount
Aaron E. Chibli	AEC	Associate	89.50	\$635.00	\$56,382.50
Brandon C. Marx	BCM	Associate	41.80	\$635.00	\$26,543.00
Emily F. Shanks	EFS	Associate	5.30	\$475.00	\$2,517.50
Stephen Jones	SJ	Associate	165.10	\$440.00	\$72,644.00
Debbie E. Green	DEG	Of Counsel	52.70	\$620.00	\$32,674.00
Sean Gasser	SG	Other	1.80	\$215.00	\$387.00
Nita J. Overton	NJOV	Paralegal	0.80	\$330.00	\$264.00
Tanya C. Durham	TCD	Paralegal	7.50	\$305.00	\$2,287.50
Ethan D. Lenz	EDL	Partner	2.00	\$1,115.00	\$2,453.00
Jane D. Ferguson	JDF	Partner	11.10	\$880.00	\$9,768.00
Marcus A. Helt	MAH	Partner	41.10	\$915.00	\$37,606.50
Robert T. Slovak	RTS	Partner	35.60	\$810.00	\$28,836.00
Steven C. Lockhart	SCL	Partner	46.50	\$805.00	\$37,432.50
Thomas Charles Scannell	TCS	Partner	0.80	\$725.00	\$580.00
Totals			501.60		\$310,602.50

MONTHLY FEE STATEMENTS OF FOLEY & LARDNER LLP FOR COMPENSATION FOR SERVICES AND REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE DEBTORS FOR THE PERIOD OF APRIL 1, 2021 TO APRIL 30, 2021

B. The time records of Foley consisting of a daily breakdown of the time spent by each person on each day, and detail as to the disbursements incurred are attached as **Exhibit A** to this Statement.

II. Itemization of Services Rendered and Disbursements Incurred by Category

A. The following itemization presents the services rendered by Foley by Task Codes, and provides a summary of disbursements incurred by code of disbursement.

1. Services Rendered

The following services were rendered in the following Task Codes:

Task Code	Task Description	Hours	Amount
B110	B110 - Case Administration	63.80	\$29,794.50
B120	B120 - Asset Analysis and Recovery	10.00	\$8,963.00
B130	B130 - Asset Disposition	47.80	\$39,654.50
B140	B140 - Relief from Stay/Adequate Protection Proceedings	8.50	\$4,433.50
B150	B150 - Meetings of and Communications with Creditors	7.20	\$3,168.00
B160	B160 - Fee/Employment Applications	18.00	\$7,920.00
B170	B170 - Fee/Employment Objections	2.10	\$924.00
B190	B190 - Other Contested Matters (excluding assumption/rejection motions)	64.10	\$31,889.00
B210	B210 - Business Operations	10.20	\$8,137.50
B230	B230 - Financing/Cash Collections	16.50	\$7,260.00
B440	B440 - Adverse Proceedings	253.40	\$168,458.50
Totals		501.60	\$310,602.50

A detailed itemization of the services rendered in each of the Task Codes is set forth in **Exhibit A**.

2. Disbursements Incurred

The disbursements incurred by Foley for this Statement are as follows:

Description	Amount
Depositions / Transcripts, Exams	\$985.25
Lexis	\$1,154.50
Litigation Services - Hosting	\$1,700.00
Recording / Filing Fees	\$16.65
Service Fees	\$1,240.00
Service Fees	\$349.00
Expenses Incurred Total	\$5,445.40

3. Accordingly, the amount of compensation and expenses payable for this Statement Period is \$253,927.40 which is calculated as follows:

Total Fees for Services Rendered During Statement Period	\$310,602.50
Twenty Percent (20%) Holdback	- \$62,120.50
Fees Minus Holdback	\$248,482.00
Costs (100%)	+ \$5,445.40
TOTAL	\$253,927.40

WHEREFORE, pursuant to the Interim Compensation Order, Foley respectfully requests payment of (1) \$248,482.00 (80% of \$310,602.50) on account of actual, reasonable, and necessary professional services rendered to the Debtors by Foley and (2) reimbursement of actual and necessary costs and expenses in the amount of \$5,445.40 incurred by Foley of behalf of the Debtors, for a total reimbursement request of \$253,927.40.

MONTHLY FEE STATEMENTS OF FOLEY & LARDNER LLP FOR COMPENSATION FOR SERVICES AND REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE DEBTORS FOR THE PERIOD OF APRIL 1, 2021 TO APRIL 30, 2021

PAGE 4

DATED: May 19, 2021

Respectfully submitted:

/s/ Steven C. Lockhart

Robert Slovak (TX 24013523)

Steven C. Lockhart (TX 24036981)

Thomas C. Scannell (TX 24070559)

Stephen A. Jones (TX 24101270)

FOLEY & LARDNER LLP

2021 McKinney Avenue

Suite 1600

Dallas, Texas 75201

Telephone: (214) 999-3000

Facsimile: (214) 999-4667

rslovak@foley.com

slockhart@foley.com

tscannell@foley.com

sajones@foley.com

**COUNSEL FOR THE DEBTORS
AND DEBTORS-IN-POSSESSION**

CERTIFICATE OF SERVICE

I hereby certify that on May 19, 2021, in accordance with the *Amended Order Granting Motion for Administrative Order Under Bankruptcy Code Sections 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expense of Professionals* [Docket No. 153], a true and correct copy of the foregoing document was served electronically, via email, on the following Notice Parties: Counsel for the Official Committee of Unsecured Creditors, the Office of the United States Trustee for the Eastern District of Texas, and Counsel for the Debtors' secured lenders.

/s/ Stephen A. Jones

Stephen A. Jones

**MONTHLY FEE STATEMENTS OF FOLEY & LARDNER LLP FOR COMPENSATION FOR SERVICES
AND REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE DEBTORS FOR THE PERIOD OF
APRIL 1, 2021 TO APRIL 30, 2021**

PAGE 5

EXHIBIT A

**MONTHLY FEE STATEMENTS OF FOLEY & LARDNER LLP FOR COMPENSATION FOR SERVICES
AND REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE DEBTORS FOR THE PERIOD OF
APRIL 1, 2021 TO APRIL 30, 2021**

PAGE 6



FOLEY & LARDNER LLP
2021 MCKINNEY AVENUE
SUITE 1600
DALLAS, TEXAS 75201
TELEPHONE (214) 999-3000
FACSIMILE (214) 999-4667
WWW.FOLEY.COM

WorldVentures Holdings LLC
Submit to Serengeti * do not mail
include cost backup & pdf copy of invoice
Plano, TX 75024

Date: May 19, 2021
Our Ref. No.: 636264-0021

Statement of Account

Outstanding Invoices:

Date	Invoice No.	Amount	Credits	Balance
04/19/2021	50197046	\$598,043.55	\$479,722.15	\$118,321.40
04/19/2021	50197047	\$331,559.64	\$267,478.74	\$64,080.90
04/27/2021	50202889	\$1,002,856.45	\$807,380.95	\$195,475.50
Total Balance Outstanding:				\$377,877.80

Current Invoice:

Date	Invoice No.	Amount	Credits	Balance
05/19/2021	50212156	\$316,047.90	\$0.00	\$316,047.90
Total Amount Due:				\$693,925.70

Please reference your account number 636264-0021 and your invoice number 50212156 with your remittance payable to Foley & Lardner LLP. Payment is due promptly upon receipt of our invoice.

Federal Employer Number:
39-0473800



FOLEY & LARDNER LLP
2021 MCKINNEY AVENUE
SUITE 1600
DALLAS, TEXAS 75201
TELEPHONE (214) 999-3000
FACSIMILE (214) 999-4667
WWW.FOLEY.COM

WorldVentures Holdings LLC
Submit to Serengeti * do not mail
include cost backup & pdf copy of invoice
Plano, TX 75024

Date: May 19, 2021
Invoice No.: 50212156
Our Ref. No.: 636264-0021

Services through April 30, 2021

Amount due for professional services rendered regarding Post-Petition	\$310,602.50
--	--------------

Total Expenses:	\$5,445.40
-----------------	------------

Amount Due:	\$316,047.90
--------------------	---------------------

Please reference your account number 636264-0021 and your invoice
number 50212156 with your remittance payable to Foley & Lardner LLP.
Payment is due promptly upon receipt of our invoice.

Federal Employer Number:
39-0473800

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50212156

Page 2

Foley & Lardner LLP

May 19, 2021

Professional Services Detail

B110 B110 - Case Administration

04/01/21	SJ	Extensive communications with Court, Stretto, and Foley team regarding upcoming hearing (1.2); Communications with R. Slovak, S. Lockhart, and P. Schurr regarding continuance of hearing on 2004 motion (0.5); Draft, prepare, and file agreed motion and order to continue hearing on 2004 motion (0.8); Communications with Stretto regarding recent filings and service of same (0.3); Draft, prepare, and file witness and exhibit list for upcoming hearing (0.5); Draft and prepare additional agreed motion to continue upcoming hearing for potential filing (0.4); Continue drafting, preparing, and filing documents related to upcoming hearing (1.6); Call with T. Scannell regarding issues related to upcoming hearing (0.4).	5.70	\$2,508.00
04/02/21	SJ	Communications with Court and Stretto regarding orders, service of documents, and other docket-related issues.	0.40	\$176.00
04/02/21	SJ	Extensive communications with M. Helt regarding issues related to upcoming hearing.	1.10	\$484.00
04/02/21	SJ	Draft and send response to creditor inquiry.	0.20	\$88.00
04/02/21	SJ	Continue drafting, preparing, and compiling documents and materials to be used in connection with upcoming hearing (3.8); Draft, prepare, and file witness and exhibit list for upcoming hearing (2.1); Review and analyze newly filed objections to motions set for upcoming hearing (0.7).	6.60	\$2,904.00
04/05/21	DEG	Review email from Marcus Helt (.1); telephone conference with Marcus Helt (.1).	0.20	\$124.00
04/05/21	SJ	Numerous communications with M. Helt regarding status of matters set for hearing on April 6 (0.7); Draft and prepare agenda for April 6 hearing and send same to M. Helt for review (1.5); Communications with M. Helt regarding agenda revisions and edits (0.4).	2.60	\$1,144.00
04/06/21	SJ	Communications with M. Helt regarding upcoming hearing (0.4); Communications with courtroom deputy regarding recent filings (0.3); Communications with Stretto regarding service of recent filings (0.2).	0.90	\$396.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50212156

Page 3

Foley & Lardner LLP

May 19, 2021

04/06/21	SJ	Prepare for and attend hearing for exclusivity motion, bid procedures, and cash collateral (1.3); Prepare and file order granting extension of exclusivity period (0.4); Communication with courtroom deputy regarding same (0.2).	1.90	\$836.00
04/06/21	SJ	Draft and prepare notice of hearing for bid procedures and cash collateral (0.4); Communications with courtroom deputy regarding same (0.3); File same (0.1).	0.80	\$352.00
04/07/21	SJ	Review and analyze recent docket entries and filings and update case calendar and pertinent deadlines related to same (0.7); Communications with courtroom deputy regarding recent filings and scheduling issues related to same (0.2); Communications with T. Scannell regarding case-management issues and tasks related to same (0.4).	1.30	\$572.00
04/08/21	SJ	Communications with T. Scannell regarding open issues and strategy related to same (0.3); Update calendar and action-item list with new deadlines and orders related to same (0.2); Communications with Stretto regarding service of recent docket entries (0.2).	0.70	\$308.00
04/12/21	JDF	Revised APA. Telephone conference with Marcus Helt. Forwarded APA to buyer's counsel. Reviewed and responded to emails regarding the same.	1.10	\$968.00
04/12/21	SJ	Communications with M. Helt regarding preparation for upcoming hearing.	0.20	\$88.00
04/13/21	JDF	Reviewed revisions made by buyer to LOI. Prepared and sent summary of the same. Prepared for conference call. Multiple emails regarding the same. Conference call with client.	2.40	\$2,112.00
04/13/21	SJ	Communications with M. Helt regarding preparation of materials for upcoming hearing (0.4); Draft and prepare various documents related to same (0.7); Draft, prepare, and file witness and exhibit list for upcoming hearing (0.5).	1.60	\$704.00
04/14/21	JDF	Reviewed revisions to APA sent by buyer. Reviewed and responded to emails regarding the same.	0.60	\$528.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50212156

Page 4

Foley & Lardner LLP

May 19, 2021

04/14/21	SJ	Communications with courtroom deputy regarding scheduling of hearing and possible requests for continuance (0.4); Communications with M. Helt related to same (0.3); Communications with Stretto regarding service of recent filings (0.2).	0.90	\$396.00
04/15/21	SJ	Communications with E. Toth and C. Mayer regarding drafts of schedule with sales representative and member contact information.	0.30	\$132.00
04/15/21	SJ	Extensive communications with M. Helt regarding status of matters set for April 16 hearing and other case-administration issues (1.0); Communications with counsel for the secured lender and UCC counsel regarding issues related to April 16 hearing (0.5); Communications with the courtroom deputy regarding scheduling issues and matter set for hearing (0.3).	1.80	\$792.00
04/16/21	JDF	Reviewed and responded to emails. Addressed status of APA. Telephone conference with Marcus Helt regarding the same.	0.20	\$176.00
04/16/21	SJ	Draft, prepare, and file certificate of no objection to motion for extension of removal deadline.	0.40	\$176.00
04/16/21	SJ	Draft and prepare materials for use at April 16 hearing on bid procedures and cash collateral (0.8); Communications with M. Helt regarding same (0.6); Attend April 16 hearing on bid procedures and cash collateral (0.5); Communications with courtroom deputy regarding continuance of cash collateral and bid procedures motion and hearing information related to same (0.3); Draft, prepare, and file notice of April 30 hearing on bid procedures and cash collateral (0.3); Review and analyze docket entries related to matters set for hearing (0.3); Communications with Stretto regarding docket entries, scheduling of matters for hearing, and service of various documents (0.4); Respond to call and emails from potential creditor regarding issues related to filing of proofs of claim (0.4).	3.60	\$1,584.00
04/16/21	SJ	Communications with M. Helt regarding Court's scheduling of matters for hearing and issues related to same (0.5); Communications with B. Lindemann regarding matters set for hearing and issues related to same (0.4).	0.90	\$396.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50212156

Page 5

Foley & Lardner LLP

May 19, 2021

04/18/21	SJ	Communications with M. Helt and T. Scannell regarding upcoming hearing and preparations for same.	0.40	\$176.00
04/19/21	SJ	Confer with WV representatives regarding status of March MORs (0.3); Confer with Larx team regarding status of representative schedule for alternative notice motion (0.3); Review and analyze draft of representative schedule provided by Larx team and confer with Larx team regarding same (0.8).	1.40	\$616.00
04/19/21	SJ	Communications with Stretto regarding service plan for recent filings.	0.20	\$88.00
04/19/21	SJ	Communications with courtroom deputy, B. Lindemann, and UCC regarding scheduling issues related to April 19 hearing (0.4); Confer with T. Scannell regarding issues related matter set for hearing and other related issues (0.5); Draft and prepare materials for use at April 19 hearing (0.7); Review docket and filings related to same (0.3); Appear at hearing on motion to lift stay (0.6).	2.50	\$1,100.00
04/20/21	SJ	Review March MORs and redact sensitive information (0.8); Communications with WV representatives and Larx team related to same (0.4); Conduct final review of March MORs and bank statements, file MORs, and send March MOR document package to UST's office (1.0).	2.20	\$968.00
04/20/21	SJ	Confer with C. Mayer regarding status of sales representative and member schedule for alternative notice motion (0.3); Review drafts of same and provide comments to C. Mayer (0.3).	0.60	\$264.00
04/21/21	SJ	Confer with C. Mayer regarding status of sales representative and member schedule for alternative notice motion (0.3); Confer with M. Helt regarding upcoming hearing (0.4); Begin preparing materials for upcoming hearing (1.0); Communications with Foley litigation team related to same (0.4); Attend to various other case management and scheduling issues (0.8).	2.90	\$1,276.00
04/22/21	JDF	Reviewed and responded to emails regarding status of APA. Telephone conference with Marcus Helt.	0.30	\$264.00
04/22/21	SG	Retrieved various dockets and petitions showing contact info for lawyers in pending WorldVentures cases. (S. Jones).	0.80	\$172.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50212156

Page 6

Foley & Lardner LLP

May 19, 2021

04/22/21	SJ	Continue preparing materials and documents for hearing (2.5); Communications with M. Helt, T. Scannell, and R. Slovak regarding same (0.6); Attend hearing on removal deadline motion (0.5); Communications with court and Foley team regarding case management and scheduling issues (0.5); Pull and compile information related to pre-petition litigation (0.8); Communications and coordination with S. Gasser regarding supplemental research related to same (0.4); Communications with T. Scannell regarding creditor inquiries (0.2).	4.90	\$2,156.00
04/23/21	SJ	Return creditor call and assist with questions related to address and contact information updates (0.4); Communications with Stretto regarding same (0.3); Follow-up communications with creditor related to same (0.2).	0.90	\$396.00
04/23/21	SJ	Follow up communications with S. Gasser regarding research issues (0.2); Attend to various case management and scheduling issues (0.7); Communications with Stretto related to same (0.3); Communications with M. Helt regarding upcoming hearing dates and open issues (0.5).	1.70	\$748.00
04/24/21	SJ	Communications with Foley litigation team regarding hearing transcripts.	0.20	\$88.00
04/27/21	SG	Follow-up research: Updated previous litigation research for WorldVentures entities (Dec. 2020); provided new case dockets and available filings. (S. Jones).	0.70	\$150.50
04/27/21	SJ	Communications with Stretto regarding service of filings and docket updates (0.3); Confer with Stretto regarding service of removal motion and order (0.3); Communications with courtroom deputy regarding possible continuance of upcoming hearing (0.4); Communications with M. Helt regarding open issues, preparation for upcoming hearing, and other case-management issues (0.5).	1.50	\$660.00
04/28/21	SJ	Multiple calls and communications with M. Helt regarding case progress and open issues (1.0); Multiple call and communications with various parties in interest regarding case progress, open issues, and continuance of upcoming hearing (1.5); Multiple communications with courtroom deputy regarding scheduling and docketing issues (0.5).	3.00	\$1,320.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50212156

Page 7

Foley & Lardner LLP

May 19, 2021

04/29/21	SJ	Draft, prepare, and file agreed motion for continuance, proposed order, and notice of hearing (1.1); Communications with Stretto regarding service of same (0.3); Communications with courtroom deputy related to same (0.3); Attend to various other case management, docketing, and scheduling issues (0.8); Communications with M. Helt regarding case progress and open issues (0.7).	3.20	\$1,408.00
----------	----	---	------	------------

Task Total:	63.80	\$29,794.50
-------------	-------	-------------

B120 B120 - Asset Analysis and Recovery

04/02/21	MAH	Lengthy work on litigation-finance issues.	3.20	\$2,928.00
04/02/21	SCL	Analyze secured creditor claims issues and potential challenges, bid status and Seacret bid and release potential strategies (.6).	0.60	\$483.00
04/02/21	SCL	Prepare for and conduct call with Gini Trask (1.1).	1.10	\$885.50
04/09/21	MAH	Work on MCA issues - investigation (2.2); address/analysis insurance issues (2.9).	5.10	\$4,666.50

Task Total:	10.00	\$8,963.00
-------------	-------	------------

B130 B130 - Asset Disposition

04/01/21	JDF	Telephone conference with Marcus Helt regarding new LOI.	0.30	\$264.00
04/05/21	MAH	Lengthy work on settlement issues with MCA/UCC (2.4); work on stalking-horse issues (1.4).	3.80	\$3,477.00
04/05/21	SJ	Review and analyze all objections to bid procedures motion and prepare chart of same with anticipated responses.	2.40	\$1,056.00
04/06/21	MAH	Prepare for and participate in hearing issues (2.7); address stalking-horse issues (2.9).	5.60	\$5,124.00
04/07/21	JDF	Reviewed and responded to emails regarding new APA. Began review of the same.	0.60	\$528.00
04/07/21	MAH	Lengthy work on MCA issues (2.9); work on MM issues, including discussions/analysis (3.3).	6.20	\$5,673.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50212156

Page 8

Foley & Lardner LLP

May 19, 2021

04/08/21	JDF	Further reviewed changes to APA by Secrest. Drafted and sent summary of changes. Telephone conference with Marcus Helt regarding MetalMark APA.	2.40	\$2,112.00
04/08/21	MAH	Work on MM APA (2.7); work on chapter 11 plan analysis for interested bidder (2.4); follow-up discussions with same bidder (.9).	6.00	\$5,490.00
04/09/21	JDF	Telephone conference with Marcus Helt. Began drafting requested language . Forward the same. Reviewed revised APA provisions sent by Buyer's counsel. Revised APA. Forwarded the same. Multiple emails regarding the same.	2.60	\$2,288.00
04/10/21	JDF	Reviewed and responded to multiple emails from Kyle Ortiz.	0.20	\$176.00
04/12/21	SJ	Communications with M. Helt and J. Ferguson regarding stalking-horse APA (0.4); Pull and compile APA materials requested by J. Ferguson (0.3).	0.70	\$308.00
04/13/21	MAH	Work on MM issues, including board meeting.	3.20	\$2,928.00
04/14/21	MAH	Lengthy work on sale/restructuring issues.	4.60	\$4,209.00
04/14/21	SJ	Review and analyze documents related to sale (0.8); Communications with M. Helt and E. Toth related to same (0.3).	0.80	\$352.00
04/15/21	SJ	Draft and prepare motion to continue hearing on bid procedures (0.5); Communications with M. Helt regarding same (0.2).	0.70	\$308.00
04/16/21	MAH	Lengthy work on plan-sponsor issues/term sheet (2.2); phone call with lender regarding settlement issues (.3); work on affiliate issues (.8).	3.40	\$3,111.00
04/19/21	JDF	Reviewed status of APAs and letter of intent. Reviewed and responded to emails regarding the same. Telephone conference with Marcus Helt regarding status of various APAs and LOIs.	0.40	\$352.00
04/27/21	SJ	Communications with M. Helt regarding bid procedures and sale issues (0.2); Gather, prepare, and send bid procedures and sale materials to M. Helt for review (0.3).	0.50	\$220.00
04/28/21	SCL	Analyze potential bankruptcy plan terms and conditions relating to solicitation of former WorldVentures sales representatives (.5).	0.50	\$402.50

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50212156

Page 9

Foley & Lardner LLP

May 19, 2021

04/28/21	SJ	Call with S. Hathi regarding asset sale and status update on case progress (0.4); Communications with S. Hathi, M. Helt, and E. Toth related to same (0.2).	0.60	\$264.00
04/30/21	SJ	Call with E. Toth regarding sale process update and other case progress issues (0.4); Various communications with M. Helt related to same (0.5); Call with S. Hathi regarding data room access and asset sale issues (0.2); Follow-up communications with Larx team and GMG team regarding same (0.4); Conference call with E. Toth and GMG team regarding asset sale, data room access, case progress, and other related issues (0.8).	2.30	\$1,012.00
Task Total:			47.80	\$39,654.50

B140 B140 - Relief from Stay/Adequate Protection Proceedings

04/07/21	SJ	Review and analyze case law provided by S. Golden related to class certification and lift stay issues.	0.40	\$176.00
04/08/21	SJ	Research issues related to class certification in bankruptcy proceeding and motion to lift stay (1.2); Draft and prepare outline of objections to same (0.7).	1.90	\$836.00
04/09/21	SJ	Continue researching issues related to class certification in bankruptcy cases and drafting objection to lift stay motion related to same.	1.90	\$836.00
04/14/21	SCL	Final revisions to Seacret motion to compel arbitration response (.8); final revisions to amended Seacret complaint (.8); analyze Seacret agent terms and conditions (.3).	1.90	\$1,529.50
04/29/21	SJ	Communications with WV representatives regarding pre-petition suits (0.4); Review and analyze recently filed lawsuit in California state court (0.5); Communications with Stretto regarding notice issues related to same (0.4); Draft, prepare, and send cease and desist letter and notice of violation of automatic related to same (1.1).	2.40	\$1,056.00
Task Total:			8.50	\$4,433.50

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50212156

Page 10

Foley & Lardner LLP

May 19, 2021

B150 B150 - Meetings of and Communications with Creditors

04/05/21	SJ	Various communications with UCC counsel regarding matters set for April 6 hearing.	0.60	\$264.00
04/06/21	SJ	Communications with UCC counsel regarding open issues and upcoming response deadlines (0.3).	0.30	\$132.00
04/07/21	SJ	Communications with UCC counsel regarding open issues.	0.40	\$176.00
04/08/21	SJ	Communications with S. Golden regarding upcoming deadlines and UCC's potential joinder to responses (0.3); Call with S. Golden related to same (0.3).	0.60	\$264.00
04/09/21	SJ	Communications with UCC counsel regarding MCA investigation.	0.30	\$132.00
04/14/21	SJ	Communications with S. Golden regarding open issues (0.3); Extensive call with S. Golden regarding same (0.9); Call and emails with M. Helt related to same (0.5).	1.70	\$748.00
04/16/21	SJ	Communications with S. Golden regarding UCC data requests.	0.30	\$132.00
04/19/21	SJ	Communications with UCC counsel regarding data requests.	0.20	\$88.00
04/20/21	SJ	Multiple communications with UCC counsel regarding status of data requests.	0.50	\$220.00
04/21/21	SJ	Call with B. Levin, S. Golden, and A. Chibli regarding UCC document requests (0.6); Discussion with A. Chibli regarding same (0.2).	0.80	\$352.00
04/26/21	SJ	Communications with UCC counsel regarding search parameters, custodians, and other data request issues (0.2); Communications with Foley team regarding same (0.4); Conference call with S. Lockhart, R. Slovak, and A. Chibli related to same (0.5).	1.10	\$484.00
04/29/21	SJ	Communications with A. Hassell regarding case status and continuation of upcoming hearing.	0.40	\$176.00
Task Total:			7.20	\$3,168.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50212156

Page 11

Foley & Lardner LLP

May 19, 2021

B160 B160 - Fee/Employment Applications

04/08/21	SJ	Review, analyze, and edit Foley fee application materials (1.9); Communications with A. Brown related to same (0.4); Draft and prepare documents for inclusions with notice package of monthly fee applications (0.8).	3.10	\$1,364.00
04/09/21	SJ	Continue to review, analyze, and edit Foley fee application materials (4.1); Communications with A. Brown related to same (0.5).	4.60	\$2,024.00
04/12/21	SJ	Continue to review, analyze and edit Foley monthly fee application materials (1.5); Communications with A. Brown related to same (0.4); Draft and prepare materials related to Larx monthly fee applications (0.5).	2.40	\$1,056.00
04/13/21	SJ	Work on documents related to fee statements (0.3); Communications with E. Toth related to same (0.2).	0.50	\$220.00
04/14/21	SJ	Finalize review of Foley monthly statements and edits to same (0.8); Communications with A. Brown related to same (0.4).	1.20	\$528.00
04/15/21	SJ	Communications with A. Brown related to drafts of monthly fee statements.	0.40	\$176.00
04/19/21	SJ	Communications with E. Toth regarding Larx monthly fee statements.	0.20	\$88.00
04/20/21	SJ	Conduct final review and edits to Foley monthly fee statements (0.7); Conduct final review of Larx monthly fee statements (0.4); Communications with Larx regarding monthly fee statements (0.2); Circulate Foley and Larx monthly statements to notice parties (0.1); Communications with UCC counsel regarding interim fee applications (0.2).	1.60	\$704.00
04/22/21	SJ	Communications with Foley team regarding issues related to first interim fee application.	0.40	\$176.00
04/26/21	SJ	Review monthly billing statements (0.9); Prepare materials related to same (0.5); Communications with Foley team regarding issues related to same (0.3).	1.70	\$748.00
04/27/21	SJ	Work on issues related to first interim fee application and monthly statements (1.1); Communications with Foley team related to same (0.3).	1.40	\$616.00
04/28/21	SJ	Resolve issues related to March monthly statement and circulate same to notice parties.	0.50	\$220.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50212156

Page 12

Foley & Lardner LLP

May 19, 2021

Task Total: 18.00 \$7,920.00

B170 B170 - Fee/Employment Objections

04/06/21	SJ	Communications with M. Helt regarding UCC professional fee statements (0.2); Conduct final review of same (0.5).	0.70	\$308.00
04/12/21	SJ	Review affidavit filed by M. Warner.	0.10	\$44.00
04/19/21	SJ	Review and analyze March monthly professional fee statements for UCC professionals.	0.60	\$264.00
04/21/21	SJ	Review and analyze first interim fee applications of UCC professionals and assess applications for potential objections.	0.70	\$308.00

Task Total: 2.10 \$924.00

B190 B190 - Other Contested Matters (excluding assumption/rejecti

04/01/21	SJ	Communications with B. Lindemann and M. Helt regarding responses to motions and supplemental disclosures, and extension of deadline to respond (0.8); Revise supplemental application disclosure for potential filing (0.3).	1.10	\$484.00
04/06/21	SJ	Communications with B. Lindemann regarding pending motions.	0.20	\$88.00
04/07/21	SJ	Communications with B. Lindemann regarding open issues (0.2); Communications with T. Scannell regarding same (0.3); Revise and edit confidentiality agreement and send same to T. Scannell for review (1.0); Send confidentiality agreement to B. Lindemann for comment and proposed revisions (0.2).	1.70	\$748.00
04/08/21	SJ	Communications with WV representatives regarding insurance policy requests and issues related to same (0.3); Communications with T. Scannell and M. Helt regarding responses to B. Lindemann's terms of settlement (0.4); Communications with B. Lindemann related to same (0.2); Additional communications with WV representatives regarding informational requests and progress related to same (0.4); Communications with B. Lindemann related to same (0.2).	1.50	\$660.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50212156

Page 13

Foley & Lardner LLP

May 19, 2021

04/09/21	SJ	Communications with WV representatives regarding progress on acquiring prior insurance policies (0.2); Extensive communications with M. Helt and T. Scannell regarding responses to Lindemann motions (0.5); Communications with S. Golden and B. Lindemann regarding agreed extension of response deadline to pending motions and extension of bar date for potential claimants (0.4); Communications with M. Helt related to same (0.3).	1.40	\$616.00
04/12/21	SJ	Communications with Foley and Larx teams regarding UCC data requests and 2004 motion.	0.40	\$176.00
04/12/21	SJ	Review and analyze UCC's draft of 2004 motion, topic list, requests for production, and proposed order (0.6); Communications with M. Helt related to same (0.2).	0.80	\$352.00
04/12/21	SJ	Communications and coordination with WV representatives and B. Lindemann regarding prior insurance policies and issues related to same.	0.50	\$220.00
04/13/21	SJ	Communications with B. Lindemann and S. Golden regarding agreed and stipulated order (0.3); Review, revise, and edit agreed and stipulated order provided by B. Lindemann (0.9); Communications with M. Helt and T. Scannell related to same (0.2); Additional communications with Foley team and UCC counsel related to same (0.2).	1.60	\$704.00
04/13/21	SJ	Extensive call with E. Toth regarding UCC requests for disclosures and issues related to same (0.9); Follow-up communications with E. Toth related to same (0.7); Analyze, compile, and upload documents requested by UCC to data room (1.3); Various communications with Foley litigation team related to same (0.5); Various communications with WV representatives related to same (0.5).	3.90	\$1,716.00
04/14/21	SJ	Communications with B. Lindemann and UCC counsel regarding agreed stipulation and issued related to same (0.5); Communications with T. Scannell and M. Helt related to same (0.3).	0.80	\$352.00
04/14/21	SJ	Continue reviewing, analyzing, and compiling documents and information related to UCC disclosures.	1.70	\$748.00
04/15/21	EFS	Assist with finding document relating to UCC requests in document production.	0.50	\$237.50

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50212156

Page 14

Foley & Lardner LLP

May 19, 2021

04/15/21	SJ	Communications with M. Helt and T. Scannell regarding proposed stipulation from B. Lindemann (0.4); Revise and edit stipulation in accordance with parties agreement (0.8); Communications with S. Golden regarding terms of stipulation (0.2); Communications with B. Lindemann related to revisions to stipulation (0.3).	1.70	\$748.00
04/15/21	SJ	Draft, prepare, and send extensive memorandum to Foley litigation team regarding status UCC data requests and 2004 RFPs (0.6); Various communications with Foley litigation team regarding UCC requests for disclosure and issues related to same (0.4); Draft Call with S. Lockhart and E. Haynes related to same (0.5); Communications with A. Chibli regarding Head lawsuit discovery and information provided to UCC during same (0.4).	1.90	\$836.00
04/16/21	SJ	Communications with B. Lindemann regarding proposed stipulation, disclosure of past insurance policies, and issues related to same.	0.40	\$176.00
04/16/21	SJ	Continue gathering, compiling, and analyzing information related to UCC data requests.	1.30	\$572.00
04/19/21	SJ	Confer with A. Chibli regarding status of UCC document production and plan for review of documents related to same.	0.40	\$176.00
04/19/21	SJ	Review and analyze edits to proposed stipulation provided by B. Lindemann (0.4); Communications with B. Lindemann related to same (0.3).	0.70	\$308.00
04/20/21	AEC	Various discussions with Steven Jones and Steven Lockhart regarding UCC's requests for production, Rule 2004 motions and tomorrow's conference call with the UCC (.9); review and analyze potentially responsive documents and communications in database, applying search terms as to same, and discussions with Melissa Huff (2.7); revise draft response to UCC regarding the requests for production (.6).	4.20	\$2,667.00
04/20/21	SJ	Confer with A. Chibli regarding UCC document production and plan for review of documents related to same (1.2); Continue to review, analyze, and draft responses to UCC document requests (4.2); Confer with UCC counsel and Foley team regarding same (0.3).	5.70	\$2,508.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50212156

Page 15

Foley & Lardner LLP

May 19, 2021

04/21/21	AEC	Prepare for and attend/participate in conference with UCC to discuss requests and draft 2004 motions (.5); various discussions with Steven Jones and Steven Lockhart regarding same (.9); review and analyze UCC's witness and exhibit lists filed with the Court, along with fee interim applications (.4); review and analyze potentially responsive documents and communications, including review for privilege and confidentiality issues (.8); discussions with Joshua Mathews regarding WorldVentures' document retention policy (.3).	2.90	\$1,841.50
04/21/21	SJ	Communications with B. Lindemann and M. Helt regarding pending motions and resolution of issues.	0.30	\$132.00
04/21/21	SJ	Communications with WV representatives and Foley team regarding UCC document requests (0.4); Prepare for call with WV representatives on issues related to UCC document requests (0.4); Call with S. Davies, E. Haynes, and E. Toth related to same (1.0); Follow-up communications with WV representatives related to same (0.2); Call with S. Lockhart and A. Chibli related to same (0.5); Continue reviewing, analyzing, and compiling documents for production to UCC counsel (1.1).	3.60	\$1,584.00
04/22/21	AEC	Review and analyze database of potentially responsive documents to the UCC's requests and discussions with Steven Lockhart and Steven Jones regarding same.	0.80	\$508.00
04/22/21	SJ	Continue working on issues related to UCC information requests.	0.90	\$396.00
04/23/21	AEC	Various discussions with Steven Jones regarding UCC document requests and follow up with counsel for UCC regarding parameters and scope of requests (.7); review and analyze database for responsive documents, including reviewing for confidentiality and privilege issues and discussions with Melissa Huff regarding search terms (2.6).	3.30	\$2,095.50
04/23/21	SJ	Communications with UCC counsel regarding document requests (0.2); Communications with A. Chibli on issues related to same (0.6); Continue to review, analyze, and compile documents and materials for disclosure (1.9).	2.70	\$1,188.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50212156

Page 16

Foley & Lardner LLP

May 19, 2021

04/26/21	AEC	Review UCC's list of proposed custodians and search terms and various discussions with Steven Jones and Melissa Huff regarding same (.4); review Relativity database with UCC's proposed search terms (.4); strategy conference call with Steven Lockhart, Rob Slovak, and Steven Jones regarding UCC's requests for documents and follow up with Joshua Matthews regarding same (.5).	1.30	\$825.50
04/26/21	SCL	Analyze UCC search terms and custodian list and coordinate regarding related document review protocols and UCC response strategy (.6).	0.60	\$483.00
04/26/21	TCS	Attend to issues regarding document production scope from Creditors Committee.	0.40	\$290.00
04/27/21	AEC	Conference call with Joshua Mathews, Melissa Huff, and Stephen Jones to discuss UCC's proposed search terms and list of custodians (.5); various discussions with Melissa Huff, Stephen Jones, Steven Lockhart, and Rob Slovak regarding same (.8).	1.30	\$825.50
04/27/21	SJ	Conference call with J. Mathews, M. Huff, and A. Chibli regarding document production and issues related to same (0.5); Follow-up communications and conferral with A. Chibli related to same (0.4).	0.90	\$396.00
04/27/21	SJ	Review and analyze research on pre-petition litigation issues (2.3); Prepare documents related to same (0.9).	3.20	\$1,408.00
04/28/21	AEC	Various discussions with Stephen Jones, Steven Lockhart, Melissa Huff, and Joshua Matthews regarding UCC's proposed parameters for collection of documents and status of report with those search terms, date range, and list of custodians as proposed by UCC (.9); follow up correspondence with UCC regarding status of report and discussion with Stephen Jones regarding same (.3).	1.20	\$762.00
04/28/21	SJ	Call with B. Lindemann regarding open issues and case updates (0.4); Communications with M. Helt related to same (0.3); Follow-up communications with B. Lindemann related to same (0.3).	1.00	\$440.00
04/28/21	SJ	Work on issues related to UCC document production (0.7); Multiple communications with A. Chibli and J. Mathews related to same (0.6); Communications with A. Chibli and B. Levine related to same (0.3).	1.60	\$704.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50212156

Page 17

Foley & Lardner LLP

May 19, 2021

04/29/21	AEC	Discussions with Steven Lockhart and Stephen Jones regarding UCC's draft 2004 motions and requests for documents (.5); follow up with Melissa Huff and Joshua Mathews regarding status of report with proposed list of search terms and custodians (.3).	0.80	\$508.00
04/29/21	SJ	Communications with A. Chibli, M. Huff, and J. Mathews regarding UCC document requests.	0.40	\$176.00
04/30/21	AEC	Various discussions with Melissa Huff, Stephen Jones, and Joshua Mathews regarding status of report with UCC's proposed list of custodians and search terms (.8); conference with Beth Levine to discuss UCC's document requests and search parameters and follow up with Stephen Jones and Steven Lockhart regarding same (.5).	1.30	\$825.50
04/30/21	SJ	Call with B. Levine regarding status of UCC document production and issues related to same (0.4); Follow-up discussion with A. Chibli related to same (0.3).	0.70	\$308.00
04/30/21	SJ	Extensive communications and discussions with A. Chibli, M. Huff, and J. Mathews regarding search parameters, search hits, and other issues related to UCC data requests (0.9); Review, analyze, and upload various materials to data room for UCC document production (1.6).	2.50	\$1,100.00
Task Total:			64.10	\$31,889.00

B210 B210 - Business Operations

04/01/21	EDL	Review of directors and officers liability insurance policies; communications with M. Helt regarding same.	1.20	\$1,338.00
04/01/21	SCL	Analysis of potential D&O insurance claims, termination, renewal and related issues.	0.40	\$322.00
04/02/21	SJ	Call with E. Toth to discuss business-operation issues related to matters set for upcoming hearing.	0.50	\$220.00
04/13/21	EDL	Review correspondence regarding insurance renewal; brief review of insurance policies; telephone conference with working group regarding same.	0.80	\$892.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50212156

Page 18

Foley & Lardner LLP

May 19, 2021

04/13/21	SCL	Multiple e-mails and calls with Dylan Psotka, Simon Davies, Erik Toth and/or Marcus Helt regarding D&O coverage and extension issues (1.2); analyze D&O coverage and extension strategies including call with Ethan Lenz and Marcus Helt (.7); e-mails and call with UCC counsel regarding D&O coverage and extension issues (.5).	2.40	\$1,932.00
04/13/21	SJ	Various communications with WV representatives, UCC, and Foley team related to insurance policy issues.	0.40	\$176.00
04/14/21	SCL	Board meeting regarding insurance coverage and related matters (1.0); follow up board call regarding coverage options (.5); multiple e-mails and calls with Dylan Psotka regarding coverage issues (.4); call with Dylan Psotka and Beth Levine regarding insurance coverage details (.3); multiple e-mails and calls with Beth Levine regarding insurance coverage options, selection, retention and notice issues (.4); e-mails and calls with Erik Toth and/or Marcus Helt regarding D&O coverage and extension issues (.6); analyze D&O coverage and extension strategies including review of bids relating to retained causes of action (.3).	3.50	\$2,817.50
04/16/21	SJ	Communications with Spherature representatives regarding past insurance policies and acquisition of same (0.3).	0.30	\$132.00
04/19/21	SJ	Review and analyze tax schedule provided by WV representatives and confer with T. Scannell regarding issues related to same.	0.50	\$220.00
04/20/21	SJ	Confer with S. Davies and WV representatives regarding insurance policy issues.	0.20	\$88.00
Task Total:			10.20	\$8,137.50

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50212156

Page 19

Foley & Lardner LLP

May 19, 2021

B230 B230 - Financing/cash Collections

04/05/21	SJ	Review and analyze all objections to cash collateral motion and incorporate findings into objections chart with anticipated responses (1.4); Review and analyze MCA's amended cash collateral objection and incorporate same into documents for April 6 hearing (0.6).	2.00	\$880.00
04/05/21	SJ	Review and analyze draft of UCC's objection to cash collateral (0.5); Communications with M. Helt regarding same (0.2).	0.70	\$308.00
04/05/21	SJ	Revise and edit proposed fourth-interim cash collateral order and send same to M. Helt for review.	0.70	\$308.00
04/08/21	SJ	Communications with E. Toth and S. Davies regarding cash collateral and budget issues (0.5); Communications with M. Helt regarding same (0.2).	0.70	\$308.00
04/12/21	SJ	Research, review, and analyze case law, rules and regulations, and other authority related to PPP loan eligibility for entities in bankruptcy (2.0); Provide summary of findings to T. Scannell and M. Helt (0.3).	2.30	\$1,012.00
04/13/21	SJ	Various communications with M. Helt and E. Toth regarding cash collateral and budgeting issues.	0.40	\$176.00
04/13/21	SJ	Communications with Foley team and WV representatives regarding PPP loan eligibility.	0.20	\$88.00
04/15/21	SJ	Communications with M. Helt and T. Scannell regarding issues related to cash collateral order and budget (0.4); Draft, prepare, and file motion to continue April 16 hearing on cash collateral (0.6); Send same to parties for review and sign-off (0.1); Follow-up communications with parties related to same (0.2); Revise and edit cash collateral order in accordance with instructions from M. Helt (0.5); Communications with UCC counsel and counsel for the secured lender regarding fourth interim cash collateral order (0.6); Review and analyze fourth interim cash collateral order circulated by UCC counsel and counsel for secured lender (0.4); Communications with M. Helt related to same (0.2).	3.00	\$1,320.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50212156

Page 20

Foley & Lardner LLP

May 19, 2021

04/16/21	SJ	Communications with M. Helt regarding cash collateral order and budget and issues related to same (0.5); Draft, prepare, and file fourth interim cash collateral order, budget, and notice of redline (0.4); Revise and edit cash collateral order according to announcements made at April; 16 hearing (0.3); Communications with courtroom deputy regarding Court-requested revisions to same (0.2); Incorporate Court-requested revisions to fourth interim cash collateral order and file same (0.4).	1.80	\$792.00
04/19/21	SJ	Review and analyze draft of proposed final cash collateral order provided by UCC counsel.	0.40	\$176.00
04/20/21	SJ	Communications with UCC counsel regarding cash collateral order.	0.40	\$176.00
04/21/21	SJ	Communications with UCC counsel regarding proposed changes to cash collateral order and cash collateral hearing.	0.40	\$176.00
04/22/21	SJ	Communications with UCC counsel regarding final cash collateral order.	0.50	\$220.00
04/23/21	SJ	Communications with M. Helt and UCC counsel regarding final cash collateral order and hearing.	0.40	\$176.00
04/23/21	SJ	Communications with UCC counsel, MCA counsel, and Foley team regarding final cash collateral order.	0.40	\$176.00
04/28/21	SJ	Multiple communications with UCC counsel, MCA counsel, and Foley team regarding cash collateral order and hearing.	0.80	\$352.00
04/29/21	SJ	Communications with courtroom deputy regarding cash collateral order (0.3); Communications with MCA regarding same (0.4); Revise and edit order continuing hearing to address cash collateral issues (0.4).	1.10	\$484.00
04/30/21	SJ	Communications with M. Helt and A. Hassell regarding cash collateral hearing.	0.30	\$132.00
Task Total:			16.50	\$7,260.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50212156

Page 21

Foley & Lardner LLP

May 19, 2021

B440 B440 - Adverse Proceedings

04/01/21	BCM	Draft second set of requests for production to Seacret [1.2]; review and revise second set of requests for production to Head [.2].	1.80	\$1,143.00
04/01/21	EFS	Manage calendaring of response dates and deadlines in Seacret and Head lawsuits.	0.20	\$95.00
04/01/21	RTS	Review and analysis of motion to dismiss filed by Seacret; review and analysis of new adversary proceeding from creditor; analysis with Marcus Helt and Steven Lockhart regarding issues related to D&O coverage and status of case and recommended courses of action.	1.30	\$1,053.00
04/01/21	RTS	Exchange e-mail correspondence with Todd Hoodenpyle regarding scheduling order and motion to withdraw reference; analysis with trial team regarding status of case and recommended courses of action.	0.30	\$243.00
04/01/21	SCL	Analyze Seacret motion to compel arbitration, motion to dismiss and motion for more definite statement and potential response strategies thereto.	0.90	\$724.50
04/01/21	TCD	Review multiple emails from Rob Slovak forwarding various case-related materials, including client communication, correspondence with opposing counsel relating to proposed scheduling order, and attorney notes, and organize same into electronic files; review docket and send pdf of Seacret's Motion to Dismiss to Rob Slovak, Aaron Chibli, Steven Lockhart, Emily Shanks, and Brandon Marx pursuant to Rob Slovak's instructions; review multiple court filings and confirm all have been added to electronic files.	0.70	\$213.50
04/02/21	AEC	Review and analyze documents and communications relating to Tom Montgomery (1.2); review and analyze Defendant's amended motion to dismiss adversary proceeding (.5); review and analyze Seacret's motion to dismiss (.4).	2.10	\$1,333.50
04/02/21	BCM	Communications with S. Lockhart regarding motion to dismiss response [.3]; communications regarding T. Montgomery recordings [.1].	0.40	\$254.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50212156

Page 22

Foley & Lardner LLP

May 19, 2021

04/02/21	RTS	Telephone conference with Marcus Helt and Steven Lockhart regarding issues related to Seacret lawsuit and bid; review and analysis of Seacret motion to dismiss; analysis with Steven Lockhart regarding strategy for response to motion to dismiss and arbitration issues.	1.20	\$972.00
04/02/21	SCL	Analyze potential discovery issues and strategies (.3).	0.30	\$241.50
04/03/21	TCD	Review multiple emails from Rob Slovak forwarding various case-related materials, including court filings, communications with client, and correspondence with opposing counsel, and organize same into electronic files; review Amended Motion to Dismiss filed by Kenneth Head, and send email to Rob Slovak, Aaron Chibli, Emily Shanks, Brandon Marx and Steven Lockhart forwarding same.	0.30	\$91.50
04/05/21	AEC	Strategy discussions with Steven Lockhart and Rob Slovak regarding action items as to the responses to Defendants' motions to dismiss and discovery requests on all parties and several non-parties (.3); review spreadsheet with Slovak's analysis regarding necessary witnesses and depositions (.3).	0.60	\$381.00
04/05/21	BCM	Review and analyze Seacret motion to compel arbitration and motion to dismiss [2]; communications with R. Slovak and S. Lockhart regarding arguments in response to the same [.7]; draft amended complaint [2.7].	5.40	\$3,429.00
04/05/21	RTS	Edit and revise discovery requests to third parties; analysis with trial team regarding same; edit and revise discovery requests to Eddie Head; review and analysis of motion to dismiss.	1.00	\$810.00
04/05/21	RTS	Review and analysis of objection to cash collateral; review and analysis of Seacret motion to dismiss and compel arbitration; analysis with trial team regarding strategy for responding to same.	1.10	\$891.00
04/05/21	SCL	Analyze Head's amended Rule 12(b)(6) dismissal motion or, alternatively, Rule 12(e) motion for more definite statement and Rule 12(f) motion to strike (.5) and response strategies related to same (.7).	1.20	\$966.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50212156

Page 23

Foley & Lardner LLP

May 19, 2021

04/05/21	SCL	Conferral e-mails with Todd Hoodenpyle regarding scheduling order and reference withdrawal issues including review of reference withdrawal motion (.3).	0.30	\$241.50
04/05/21	SCL	Review and revise third party discovery for Head adversary proceeding (.4).	0.40	\$322.00
04/05/21	TCD	Review multiple emails from Rob Slovak, Aaron Chibli and Steven Lockhart forwarding various adversary-related materials, including correspondence with opposing counsel, deposition materials, client communications, and attorney notes, and organize same into electronic files; review Amended Complaint and run redline comparison to original Complaint and send email to Rob Slovak forwarding same.	0.50	\$152.50
04/06/21	AEC	Prepare draft set of requests for production to send to various non-party individuals, incorporating Rob Slovak and Steven Lockhart's analysis regarding same (4.9); prepare draft second set of requests for production to Defendant Eddie Head, incorporating Rob Slovak and Steven Lockhart's comments regarding same (1.9).	6.80	\$4,318.00
04/06/21	AEC	Review and analyze Defendant's motion to dismiss (.6); strategy conference call with Steven Lockhart and Rob Slovak to discuss WorldVentures' response to Defendant's motion to dismiss (.3).	0.90	\$571.50
04/06/21	BCM	Review and analyze motion to compel arbitration [1]; review and analyze case law cited in the same [2]; draft response to motion to compel arbitration [2.8].	4.80	\$3,048.00
04/06/21	BCM	Communications regarding waiver of right to jury trial [.2]; communications regarding order granting preliminary injunction [.1].	0.30	\$190.50
04/06/21	DEG	Work on withdrawal of the reference research.	4.60	\$2,852.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50212156

Page 24

Foley & Lardner LLP

May 19, 2021

04/06/21	DEG	Review email from Steven Lockhart (.1); respond to same (.2); review email from Steven Lockhart (.1); review email from Marcus Helt (.1); prepare for conference call (.3); strategy conference call with Steven Lockhart and Rob Slovak (.3); review email from Rob Slovak and order granting preliminary injunction (.2); strategy telephone conference with Marcus Helt (.2); ; send email to Brandon Marx (.1); review response (.1); send email to Brandon Marx (.1); send email to team (.1); review response (.1).	2.00	\$1,240.00
04/06/21	RTS	Edit and revise Seacret Complaint; analysis with trial team regarding strategy for response to motion to dismiss.	1.60	\$1,296.00
04/06/21	RTS	Edit and revise subpoenas to third party witnesses and second requests for production to Head; review and analysis of motion to dismiss and to withdraw referral; analysis with trial team regarding strategy for responding to the same.	1.40	\$1,134.00
04/06/21	SCL	Conferral e-mail with Todd Hoodenpyle regarding reference withdrawal and anticipated depositions (.1).	0.10	\$80.50
04/06/21	SCL	Review and revise Matt Morris discovery requests (.3); analysis of potential areas of inquiry for Santos discovery (.1).	0.40	\$322.00
04/06/21	SCL	Analyze reference withdrawal response strategies (.3); analyze potential Head dismissal motion response strategies (.4); call with Eric Haynes regarding dismissal motion response strategies (.2).	0.90	\$724.50

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50212156

Page 25

Foley & Lardner LLP

May 19, 2021

04/06/21	TCD	Review correspondence from Steven Lockhart forwarding Notice of Hearing on Defendant's Motion to Dismiss and organize same into electronic files; docket hearing date and send emails to Rob Slovak, Steven Lockhart, Aaron Chibli, Brandon Marx, and Emily Shanks notifying of same; review multiple emails from court forwarding motions to appear pro hac vice and the signed Order on Motion for Temporary Restraining Order, and organize same into electronic files; send email to Rob Slovak forwarding final Order on Motion for Temporary Restraining Order; review multiple emails from Rob Slovak forwarding various case-related materials, including communications with opposing counsel and clients, and organize same into electronic files.	0.40	\$122.00
04/07/21	AEC	Prepare drafts of Second requests for production to Defendant Head and drafts of requests for production to multiple nonparty individuals and Seacret, incorporating Rob Slovak and Steven Lockhart's analyses and further citations to key documents and communications (4.8); discussions with Rob Slovak and Steven Lockhart regarding same (.3); review and analyze Defendant's motion to withdraw the reference and discussion with team regarding same (.3).	5.40	\$3,429.00
04/07/21	BCM	Draft response to motion to compel arbitration [5]; research case law in support of the same [1.5]; review and revise amended complaint [1.4].	7.90	\$5,016.50
04/07/21	DEG	Review docket (.1); review and analyze new adversary complaint (1.0); review email from Brandon Marx (.1); send email to Emily Shanks (.2); review email from Emily Shanks (.2); reply to same (.1); work on response to withdrawal of reference motion research and analysis (3.5).	5.20	\$3,224.00
04/07/21	EFS	Assist D. Green in assessing deadline for response to motion for withdrawal of the reference in Head lawsuit.	0.30	\$142.50
04/07/21	SCL	Analyze and revise amended Seacret complaint.	2.10	\$1,690.50
04/08/21	AEC	Various discussions with Rob Slovak and Steven Lockhart regarding draft requests for production for several non-parties (.5); revise drafts of the requests for production, incorporating Rob and Steven's analysis, along with additional requests and citations to key documents (1.4).	1.90	\$1,206.50

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50212156

Page 26

Foley & Lardner LLP

May 19, 2021

04/08/21	BCM	Participate in conference call with S. Lockhart and R. Slovak regarding amended complaint [.7]; draft response to motion to compel arbitration [5]; research case law in support of the same [1.4].	7.10	\$4,508.50
04/08/21	BCM	Communications regarding discovery and case update.	0.10	\$63.50
04/08/21	DEG	Work on automatic stay research (5.5); send email to Marcus Helt (.1); work on motion to withdraw reference research and analysis (2.5).	8.10	\$5,022.00
04/08/21	RTS	Edit and revise discovery to Head and to third parties regarding Head; Edit and revise Seacret complaint; analysis with client team regarding same.	0.80	\$648.00
04/08/21	SCL	Coordinate with private investigator regarding Seacret convention investigation.	0.30	\$241.50
04/08/21	SCL	Analyze testimony and work on discovery and pleading strategy, and coordinate with trial team regarding same (.5); call with Eric Haynes regarding Seacret payments, pleading strategy, and analysis of corporate structure-related claims issues (.3).	0.80	\$644.00
04/08/21	SCL	Analyze and revise amended Seacret complaint including analysis of relevant deposition and declaration testimony (1.2).	1.20	\$966.00
04/08/21	SCL	Analyze and revise requests for production to Eddie Head (.3), Jefferson Santos (.2), Muzafer Najifi (.2), Izhak Ben Shabat (.3), Matt Morris (.1), Byron Schrag (.1), Leigh Holcomb (.1), John Halcomb (.1), Jay Payso (.1).	1.50	\$1,207.50
04/08/21	TCD	Review request from Rob Slovak to review hearing transcript and convert to txt format; exchange emails with Brittnie Werner regarding status of final hearing transcript and fact that we only have the ruling portion to date; send email to Rob Slovak notifying of same; review email from Brandon Marx forwarding revised Amended Complaint, accept all changes in the document, save to database, and send email to Brandon Marx, Rob Slovak, and Steven Lockhart forwarding same for review and comment.	0.40	\$122.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50212156

Page 27

Foley & Lardner LLP

May 19, 2021

04/09/21	AEC	Prepare and finalize draft of Eddie Head's and Seacret's second requests for production, as well as multiple sets of requests for production to key nonparty witnesses, incorporating Rob Slovak and Steven Lockhart's analysis regarding same (4.3); various discussions with Rob Slovak and Steven Lockhart regarding discovery action items (.4).	4.70	\$2,984.50
04/09/21	BCM	Review and revise amended Seacret complaint [.2]; research case law in support of response to Seacret motion to compel arbitration [1.2]; review and revise response to Seacret motion to compel arbitration [.1].	1.40	\$889.00
04/09/21	BCM	Communications regarding case status and update.	0.10	\$63.50
04/09/21	DEG	Review email from Steven Lockhart (.1); respond to same (.1); review local rules (.3); send email to Nita Overton (.1); review response (.1); send email to team regarding next steps (.1); send email to Nita Overton (.1).	0.90	\$558.00
04/09/21	NJOV	Telephone communications with Debbie Green regarding the process for getting the Motion to Withdraw the Reference filed in the bankruptcy court set for hearing by the district court; telephone communications with Y. Marzett, Courtroom Deputy Clerk for Honorable Rhoades regarding the process for getting the Motion to Withdraw the Reference set for hearing by the district court; telephone communications with the Clerk of the Federal District Court Eastern Division regarding the process for getting the Motion to Withdraw the Reference filed in bankruptcy court heard in district court; email communications with Debbie Green regarding the process.	0.80	\$264.00
04/09/21	SCL	Analyze and revise motion to compel arbitration response, including analysis of arbitration provisions and applicable law (2.5); analyze and revise amended Seacret complaint (1.2); call with Eric Haynes regarding amended Seacret complaint strategy (.2).	3.90	\$3,139.50
04/09/21	TCD	Review multiple emails from Rob Slovak forwarding various case-related materials, including communications with client and correspondence with opposing counsel, and organize same into electronic files.	0.10	\$30.50

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50212156

Page 28

Foley & Lardner LLP

May 19, 2021

04/10/21	AEC	Prepare draft of Amended Complaint, incorporating additional facts discovered after initial complaint was filed.	2.60	\$1,651.00
04/11/21	AEC	Prepare draft of WorldVentures' first amended complaint, incorporating additional facts and analysis learned after the filing of first complaint.	3.60	\$2,286.00
04/11/21	RTS	Edit and revise third party discovery and second RFPs to Head; edit and revise response to motion to compel arbitration and motion to dismiss.	1.00	\$810.00
04/12/21	AEC	Prepare and finalize draft of WorldVentures' First Amended Complaint, incorporating additional facts and analysis uncovered after the filing of the initial complaint, and discussion with Foley team regarding same.	11.40	\$7,239.00
04/12/21	BCM	Review and revise response to Seacret's motion to compel arbitration.	1.20	\$762.00
04/12/21	DEG	Research regarding standing in LLC cases (3.8); send email to Marcus Helt regarding research findings and conclusions (.2).	4.00	\$2,480.00
04/12/21	RTS	Analysis with trial team regarding issues related to insurance.	0.20	\$162.00
04/12/21	RTS	Edit and revise response to motion to compel arbitration and amended claims regarding Seacret; analysis with trial team regarding same; edit and revise discovery to Head and third parties in Head case; analysis with trial team regarding same.	2.50	\$2,025.00
04/12/21	SCL	Analyze UCC proposed 2004 motion and attachments (.2); analyze response strategy regarding UCC 2004 request, Viva Voyage lawsuit and UCC insurance correspondence (.3).	0.50	\$402.50
04/12/21	SCL	Analyze motion to compel arbitration response strategy and coordinate with team regarding same (.3).	0.30	\$241.50
04/12/21	TCD	Review request from Steven Lockhart regarding original and amended complaint; run redline comparison of Plaintiff's Original and Amended Complaint in the WV v Seacret adversary, and forward same to Steven Lockhart, Rob Slovak and Brandon Marx for review and comment; review multiple emails from Rob Slovak forwarding various case-related materials, including client communications and correspondence from opposing counsel, and organize same into electronic files.	0.70	\$213.50

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50212156

Page 29

Foley & Lardner LLP

May 19, 2021

04/13/21	AEC	Prepare draft requests for production to Jeff Bolf and revise second requests for production to Head, incorporating analysis from client and Steven Lockhart (.8); review and analyze Head's communications exchanged with G. Trask (.5); conduct search in database for potentially responsive emails and documents relating to Nugent (.9); various discussions with Steven Jones, Steven Lockhart, and Melissa Huff regarding discovery action items (.4).	2.60	\$1,651.00
04/13/21	BCM	Review and revise response to Seacret motion to compel arbitration [1]; review and revise amended complaint [.5].	1.50	\$952.50
04/13/21	DEG	Work on objection to motion to withdraw reference.	5.10	\$3,162.00
04/13/21	EFS	Attention to issues incident to service of subpoenas for requests for production.	0.20	\$95.00
04/13/21	RTS	Edit and revise Seacret amended complaint and response to motion to compel; edit and revise Head discovery.	1.00	\$810.00
04/13/21	RTS	Telephone conference with trial team regarding coverage issues related to D&O coverage.	0.30	\$243.00
04/13/21	SCL	Revise motion to compel arbitration response (1.2); revise amended Seacret complaint and request for injunctive relief (.4); analyze and debrief with Eric Haynes regarding Seacret arbitration and dismissal response and Head dismissal response strategies (.6); analyze and revise amended Eddie Head complaint (1.6).	3.80	\$3,059.00
04/13/21	SCL	Analyze Seacret NDA proposed modifications and prepare summary of same for Marcus Helt (.4).	0.40	\$322.00
04/13/21	TCD	Review multiple emails from Rob Slovak and Steven Lockhart forwarding various case-related materials, including communications with client, correspondence with opposing counsel, and court filings, and organize same into electronic files; review request from Steven Lockhart to accept changes to revised amended complaint and run new redline of original complaint and amended complaint in the WV v Seacret adversary; send email to Steven Lockhart, Rob Slovak and Brandon Marx forwarding redline of complaints.	1.30	\$396.50

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50212156

Page 30

Foley & Lardner LLP

May 19, 2021

04/14/21	AEC	Review whether impending notices and copies of nonparty subpoenas to produce documents must be filed in Judge Rhoades Court pursuant to local rules and federal rules (.8); finalize nonparty requests for production and subpoenas to several key witnesses and discussions with Emily Shanks and Sean Gasser regarding same (1.6); serve notices and copies of nonparty subpoenas on counsel for Head and counsel for Seacret (.3).	2.70	\$1,714.50
04/14/21	AEC	Review whether Head's late motion to dismiss is grounds for waiver and research whether amended complaint effect on preliminary injunction that is already granted pursuant to Fifth Circuit precedent and discussions with Rob Slovak and Steven Lockhart regarding same (1.8); prepare updated draft of amended complaint, incorporating Steven Lockhart's and Rob Slovak's analysis, along with additional citations and exhibits (2.9).	4.70	\$2,984.50
04/14/21	BCM	Review and revise amended complaint; review and revise response to Seacret motion to compel.	1.20	\$762.00
04/14/21	EFS	Draft subpoenas and corresponding notices of subpoena for Leigh Holcomb, John Halcomb, Matt Morris, Byron Schrag, Jay Payso, Izhak Ben Shabat, Muzafer Najifi, Jeff Bolf, Jefferson Santos, and Seacret Direct, LLC for requests for production of documents and correspond with A. Chibli regarding the same (2.2); assess local rules in determining whether notices of subpoenas with requests for production must be filed in court and correspond with A. Chibli regarding the same (.3); correspond and work with vendor to serve all 10 subpoenas on each party (.6).	3.10	\$1,472.50
04/14/21	RTS	Edit and revise amended complaint and response to motion to compel arbitration in Seacret matter.	0.80	\$648.00
04/14/21	SG	Conducted contact research for Muzafer Najfi (Subpoena). (Chibli).	0.30	\$64.50
04/14/21	SJ	Analyze and review documents related to litigation subpoenas (0.4); Communications with E. Shanks and A. Chibli related to same (0.3).	0.70	\$308.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50212156

Page 31

Foley & Lardner LLP

May 19, 2021

04/14/21	TCD	Review email from Aaron Chibli forwarding the Second Request for Production to Kenneth E. Head and organize same into electronic files; docket Head's request for production response deadline and send email to Rob Slovak, Aaron Chibli, Steven Lockhart and Brandon Marx notifying of same; review multiple emails from Rob Slovak and Aaron Chibli forwarding various case-related materials, including subpoenas to third parties, correspondence to opposing counsel, and client communications, and organize same into electronic files; finalize Amended Complaint and exhibits in the WV v Seacret adversary and send email to Aaron Chibli forwarding same.	0.80	\$244.00
04/15/21	AEC	Prepare updated draft of Plaintiffs' amended complaint, incorporating Rob Slovak and Steven Lockhart's analysis and further citations to key documents and communications (3.2); strategy and action item discussions with Steven Lockhart regarding Plaintiffs' amended complaint and responding to Defendant's motion to dismiss (.4).	3.60	\$2,286.00
04/15/21	AEC	Review and analyze potentially relevant documents and communications in database and discussions with Steven Jones and Marcus Helt regarding same (.6); discussions with Emily Shanks and Tanya Durham regarding status of service of Plaintiffs' subpoenas on the nonparties (.3).	0.90	\$571.50
04/15/21	BCM	Communications regarding Tom Montgomery emails.	0.30	\$190.50
04/15/21	DEG	Review email from Marcus Helt (.1); respond to same (.1); research relating to adversary complaint and alter ego argument (4.2); send response based to plaintiff's counsel (.3); telephone communication with Marcus Helt (.1); review reply from plaintiff's counsel (.1).	4.90	\$3,038.00
04/15/21	DEG	Work on objection to motion to withdraw the reference.	1.00	\$620.00
04/15/21	RTS	Analysis with Steven Lockhart regarding insurance issues; edit and revise Head Amended Complaint.	3.70	\$2,997.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50212156

Page 32

Foley & Lardner LLP

May 19, 2021

04/15/21	SCL	Analyze and revise amended Head complaint including analysis of Seacret recording quotes relating to fiduciary breaches (1.4); e-mails with Marcus Helt regarding Seacret agent terms and conditions restrictive covenants (.1); e-mails with Beth Levine and other UCC counsel regarding dismissal motion response and hearing issues, and insurance coverage confirmation (.2); coordinate with Marcus Helt regarding Seacret NDA revision response strategy (.2); call with Eric Haynes regarding board of director issues and discovery (.3) coordinate with Stephen Jones regarding UCC discovery issues, including analysis of discovery conferral call summary and attachments (.6).	2.80	\$2,254.00
04/15/21	TCD	Review multiple emails from Rob Slovak forwarding various case-related materials, including client communications, court filings, and correspondence with co-counsel, and organize same into electronic files; convert various court filings to Word and provide copies to Rob Slovak pursuant to his request.	0.90	\$274.50
04/16/21	AEC	Correspondence with creditors committee, Rob Slovak, and Steven Lockhart regarding second requests for production to Defendant and notices and copies of subpoenas on several nonparties (.3); discussion with Emily Shanks regarding status of service on nonparties (.3); review and analyze Seacret's discovery requests related to its motion to compel arbitration, and research and analyze whether such requests were proper without a Rule 26 conference and to what extent a movant can be entitled to arbitration related discovery (1.8).	2.40	\$1,524.00
04/16/21	AEC	Various discussions with Steven Lockhart and Rob Slovak regarding Plaintiffs' amended complaint and response to Defendant's motion to dismiss (.8); finalize and file Plaintiffs' first amended complaint with corresponding exhibits and Plaintiffs' response to Defendant's motion to dismiss with corresponding proposed order denying Defendant's motion, incorporating Steven and Rob's analysis into same (3.5).	4.30	\$2,730.50
04/16/21	RTS	Edit and revise response to motion to compel arbitration and amended complaint; analysis with trial team regarding status of case and recommended courses of action.	2.10	\$1,701.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50212156

Page 33

Foley & Lardner LLP

May 19, 2021

04/16/21	SCL	Analyze Head 12(b), (e) and (f) motions and draft and revise response to same (.6); final revisions to amended Head complaint (.8); Analyze Seacret production and admission requests (.2); e-mails with trial team regarding Seacret discovery response strategy (.2); client e-mails regarding Michael Walker communications (.1); review correspondence and telephone messages from Michael Walker (.1); e-mails with UCC counsel regarding discovery in Head adversary (.1).	2.10	\$1,690.50
04/16/21	TCD	Finalize First Amended Complaint and exhibits in WV v Head adversary and send to Aaron Chibli for final approval.	0.40	\$122.00
04/19/21	AEC	Discussions with team regarding today's deadline to file a witness and exhibit list and revise same for filing, and review and analyze Defendant's witness and exhibit list (.8); discussions with Emily Shanks regarding status of service of nonparty subpoenas (.3); review and analyze Seacret's motion to compel arbitration and WorldVentures' response to same (.7); research applicability of FRBP 9014 to Seacret's arbitration-related discovery and strategy discussions with Rob Slovak and Steven Lockhart for purposes of a potential response or objections to the discovery in anticipation of May 11 hearing (1.4).	3.20	\$2,032.00
04/19/21	BCM	Communications regarding deadline to file exhibits for hearing on Seacret's motion to compel arbitration.	0.10	\$63.50
04/19/21	EFS	Correspond with litigation team regarding filing a witness and exhibit list for Head's motion to dismiss (.1); draft witness and exhibits list for motion to dismiss hearing (.2); correspond with A. Chibli regarding analysis of local rules and issues incident thereto relating to strategy for Head lawsuit (.2).	0.50	\$237.50
04/19/21	RTS	Analysis with trial team regarding strategy for hearing on motion to dismiss and witness and exhibit list; review and analysis of case law related to potential challenge to discovery requests for motion to compel arbitration.	0.80	\$648.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50212156

Page 34

Foley & Lardner LLP

May 19, 2021

04/19/21	SCL	Analyze Rule 7026 discovery timing and scope limitations relating to Seacret production and admission requests (.3); review dismissal hearing witness and exhibit list and communications from opposing counsel regarding same (.1); e-mails with UCC counsel regarding discovery issues (.1).	0.50	\$402.50
04/19/21	TCD	Review request from Rob Slovak to convert December 30, 2020 transcript to txt; convert transcript pursuant to request and send email to Rob Slovak forwarding same.	0.10	\$30.50
04/19/21	TCS	Appear at preliminary hearing on lift stay motion filed by M. Yiru.	0.40	\$290.00
04/20/21	BCM	Communications regarding Seacret's subpoena to W. Nugent.	0.10	\$63.50
04/20/21	DEG	Review email from Steven Lockhart (.1); respond to same (.1) work on motion to withdraw (8.0); review email from Steven Lockhart (.1); review hearing notice (.1); send draft of motion to team (.1); review email from Steven Lockhart (.1); respond to same (.1); review email from Steven Lockhart (.1).	8.80	\$5,456.00
04/20/21	EFS	Assist A. Chibli with issues incident to service of subpoenas to produce documents.	0.10	\$47.50
04/20/21	RTS	Review and analysis of Seacret motion to compel arbitration and response to same; analysis with trial team regarding strategy with regard to request for discovery related to arbitration; review and analysis of research related to same; review and analysis of discovery from Seacret to Wayne; analysis with Steven Lockhart regarding discovery related to same.	2.30	\$1,863.00
04/20/21	SCL	Analyze Seacret written discovery response strategy (.3); analyze Seacret subpoenas to Wayne Nugent including e-mails from opposing counsel regarding same (.2); analyze potentially privileged documents responsive to UCC information requests and coordinate response strategy (.8).	1.30	\$1,046.50
04/20/21	TCD	Review email from clerk forwarding December 30, 2020 hearing transcript, convert same to txt version, and send email to Rob Slovak forwarding same pursuant to his request.	0.10	\$30.50

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50212156

Page 35

Foley & Lardner LLP

May 19, 2021

04/21/21	AEC	Review and analyze Seacret's continuance motion and motion for expedited hearing on same and strategy discussions with Steven Lockhart and Rob Slovak regarding same (.3); research Fifth Circuit precedent regarding whether courts generally permit arbitration-related discovery pursuant to the FAA and the appropriate standards and procedures by which a party can seek such limited discovery, and prepare detailed analysis with corresponding cases for Rob and Steven's consideration (1.6); review Defendant Head's notice of withdrawal of his motion to dismiss and follow up with Emily Shanks regarding status of serving nonparties with subpoenas (.5).	2.40	\$1,524.00
04/21/21	BCM	Communications regarding exhibit and witness lists during preliminary injunction hearing [.2]; communications with R. Slovak regarding case update [.1].	0.30	\$190.50
04/21/21	DEG	Work on motion to withdraw the reference (1.0); send email to team regarding same (.1); review email from Steven Lockhart (.1); review notice of withdrawal of amended motion to dismiss (.1); review email from Steven Lockhart with comments to draft motion (.3); send email to Brandon Marx (.1); review response (.1); review email from Tanya Durham (.1); review email from Brittne Werner (.1); respond to same (.1); review email from Brandon Marx (.1); respond to same (.1); review email from Tanya Durham (.1); send email to Brandon Marx and Aaron Chibli (.1).	2.50	\$1,550.00
04/21/21	EFS	Attention to issues incident to former WorldVentures' employees/sales representatives evading service of subpoenas for requests for production.	0.30	\$142.50
04/21/21	RTS	Review and analysis of motion to withdraw referral filed by Head; edit and revise response to same; review and analysis of research regarding Seacret's request for jurisdictional discovery regarding arbitration; telephone conference with counsel for Wayne Nugent regarding subpoenas; telephone conference with Eric Haynes regarding same and strategy with regard to production of materials to Seacret.	1.90	\$1,539.00
04/21/21	RTS	Analysis with Steven Lockhart and Marcus Helt regarding strategy and status with regard to NDA.	0.30	\$243.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50212156

Page 36

Foley & Lardner LLP

May 19, 2021

04/21/21	SCL	Review and revise reference withdrawal motion response, including analysis of pertinent case law and docket entries (1.4); debrief regarding UCC counsel discovery conference and analyze potential document review protocols to limit costs and expedite production (.5); e-mails with Phil Lamberson regarding Seacret continuance and discovery (.2); analysis of subpoena response strategy including applicability of FRBP 9014 (.4); call with Eric Haynes regarding Seacret discovery response strategy (.2); coordinate with Marcus Helt regarding Seacret discovery, Seacret NDA and UCC information requests (.6).	3.30	\$2,656.50
04/21/21	TCD	Review multiple emails from Rob Slovak forwarding various case-related materials, including correspondence relating to inability to serve various Seacret witnesses with subpoenas, and organize same into electronic files.	0.10	\$30.50
04/22/21	AEC	Prepare for and participate in conference call with Rob Slovak and Steven Lockhart to discuss strategy and action items relating to Seacret's arbitration-related discovery requests and its motion to continue (.6); discussion with Emily Shanks regarding nonparties evading service of subpoenas, review service processor's notes regarding same, and confer with counsel for Seacret regarding same and whether he will accept service on their behalf (.6); review motion for substituted service and motion for contempt in E.D. of Texas (.4).	1.60	\$1,016.00
04/22/21	BCM	Communications regarding preliminary injunction hearing and transcript.	0.10	\$63.50
04/22/21	DEG	Send email to Brandon Marx (.1); review response (.1); work on motion to withdraw the reference (.7); review email from Stephen Jones (.1); review email from Brittnie Werner (.1); review email from Brittnie Werner with update (.1); review email from Brittnie Werner (.1); send email to team (.1); review email from Steven Lockhart and edits to draft motion to withdraw reference (.3); send email to Steven Lockhart (.1); review email from Steven Lockhart (.1); respond to same (.1); review email from Rob Slovak and edits to draft of motion to withdraw reference (.2); send email to Rob Slovak and Steven Lockhart (.1); review email from Rob Slovak (.1).	2.40	\$1,488.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50212156

Page 37

Foley & Lardner LLP

May 19, 2021

04/22/21	RTS	Edit and revise response to motion to withdraw reference; review and analysis of case summary related to issues of arbitrability of claims and related discovery, as alleged by Seacret; analysis with Steven Lockhart and Aaron Chibli regarding strategy for response to Seacret's motion to continue hearing on motion to compel arbitration and the related strategy regarding whether to allow discovery on arbitration issues.	1.20	\$972.00
04/22/21	SCL	Review and revise amended draft reference withdrawal motion (.5); continue analysis of propriety and prematurity of Seacret discovery regarding motion to compel arbitration and response strategy to same (.4); review revised Seacret NDA and e-mails regarding same (.3).	1.20	\$966.00
04/22/21	TCD	Review multiple emails from Aaron Chibli forwarding various case-related materials, including correspondence with Phil Lamberson regarding service of subpoenas, and organize same into electronic files.	0.10	\$30.50
04/23/21	AEC	Review and analyze Defendant's motion to quash and protective order, including review of applicable rules as to same (.6); strategy discussion with Steven Lockhart and Rob Slovak regarding Head's allegations relating to prior meet and confers and follow up with Emily Shanks regarding status of service of nonparty subpoenas (.5).	1.10	\$698.50
04/23/21	BCM	Communications with R. Slovak regarding response to motion for protective order.	0.10	\$63.50
04/23/21	DEG	Work on motion to withdraw reference (.5); send email to team (.1); review email from Steven Lockhart (.1); review motion to quash (.2); review email from Rob Slovak (.1); send email to team (.1).	1.10	\$682.00
04/23/21	RTS	Review and analysis of motion for protective order filed by Head; analysis with trial team regarding strategy for response to same; review and provide correspondence with Head's counsel regarding discovery orders to use in preparation of response to Head's motion for protective order.	0.60	\$486.00
04/24/21	DEG	Review hearing transcript for information for motion to withdraw (1.0).	1.00	\$620.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50212156

Page 38

Foley & Lardner LLP

May 19, 2021

04/26/21	AEC	Discussion with Emily Shanks regarding service on Leigh Holcomb and review applicable rules regarding filing of the return of service with the Court.	0.40	\$254.00
04/26/21	BCM	Draft response to motion to quash [3.5]; research case law in support of the same [.2].	3.70	\$2,349.50
04/26/21	DEG	Review email from Brandon Marx (.1); send email to Brandon Marx (.1); review email from Brandon Marx (.1); review email from Brandon Marx (.1); respond to same (.1).	0.50	\$310.00
04/26/21	RTS	Analysis with trial team regarding strategy for responding to the UCC requests for documents; edit and revise response to Head's motion for protective order.	0.80	\$648.00
04/27/21	AEC	Discussions with Emily Shanks regarding status of service on nonparties (.3); prepare chart with list of nonparties, manner/dates of service of the subpoenas, and notes from process server (.5).	0.80	\$508.00
04/27/21	BCM	Review and revise response to motion to quash; research case law in support of the same; communications with R. Slovak regarding revisions.	1.60	\$1,016.00
04/27/21	DEG	Review email Stephen Jones (.1); review email from Stephen Jones (.1); respond to same (.1); review email from Stephen Jones (.1).	0.40	\$248.00
04/27/21	RTS	Edit and revise response to Head's motion for protective order; review and analysis of TI hearing transcript ; telephone conference with counsel for Wayne Nugent regarding subpoenas.	1.20	\$972.00
04/27/21	SCL	Analyze and address UCC and Seacret discovery issues (.3).	0.30	\$241.50
04/27/21	TCD	Review email from court reporter forwarding transcript from March 26 injunction hearing and organize same into electronic files; convert transcript to txt and send email to Rob Slovak forwarding same pursuant to his instructions; review multiple emails from Aaron Chibli regarding service of third-party subpoena on Leigh Holcomb and Return of Service executed by process server, and organize same into electronic files; review email from court reporting service forwarding video of Benshabat, and download to electronic files.	0.40	\$122.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50212156

Page 39

Foley & Lardner LLP

May 19, 2021

04/28/21	AEC	Prepare and file witness and exhibit list for upcoming May 3 hearing on Seacret's motion for continuance and discussions with Steven Lockhart regarding same (.5); correspondence with counsel for Matt Morris and Byron Schrag regarding service of nonparty production subpoenas and discussions with Emily Shanks regarding status of service on other parties (.4); review and analyze Seacret's motion to dismiss (.3).	1.20	\$762.00
04/28/21	BCM	Review and revise response to motion to quash and motion to compel.	1.00	\$635.00
04/28/21	EFS	Update A. Chibli regarding status of service of subpoenas for production of documents.	0.10	\$47.50
04/28/21	RTS	Edit and revise response to motion to quash and for protective order; telephone conference with counsel for Wayne regarding discovery issues; review and analysis of TI transcript; edit and revise response to Head's motion for protective order.	1.90	\$1,539.00
04/28/21	SCL	Review and revise Head motion to quash draft response, including review of motion to quash and authorities (.7); analyze WorldVentures' document retention policy and coordinate with Aaron Chibli regarding same (.7); analyze additional UCC requests for information (.3); analyze potential response strategies relating to Seacret and UCC discovery requests (.4); e-mails with Ryan Manns regarding UCC and Seacret discovery issues (.1).	2.10	\$1,690.50
04/28/21	SJ	Call and communications with M. Cowart regarding case progress and client representation issues (0.4); Communications with A. Chibli, E. Shanks, R. Slovak, and S. Lockhart related to same (0.4).	0.80	\$352.00
04/29/21	AEC	Review local and federal rules regarding response to Defendants' motion for protection order and whether Defendants' motion complies with Rule 26 and discussions with Brandon Marx regarding same.	0.50	\$317.50
04/29/21	BCM	Review and analyze Seacret's motion to dismiss.	0.40	\$254.00
04/29/21	BCM	Review and revise response to Head's motion to quash [.2]; communications regarding the same [.1].	0.30	\$190.50

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50212156

Page 40

Foley & Lardner LLP

May 19, 2021

04/29/21	RTS	Analysis with Steven Lockhart regarding strategy with regard to UCC discovery requests and Seacret's attempt to get discovery with regard to arbitration clause; edit and revise response to motion for protective order from Head; telephone conference with Wayne Nugent's counsel regarding issues related to discovery.	2.20	\$1,782.00
04/29/21	SCL	Coordinate with Ryan Manns regarding UCC and Seacret discovery response strategy (.6); e-mails and call with Beth Levine regarding UCC document production questions (.1); analyze and coordinate research regarding UCC document production questions (.2); review motion to question hearing notice and coordinate regarding response date (.1).	1.00	\$805.00
04/29/21	SJ	Communications with M. Helt regarding status of Viva Voyage adversary proceeding.	0.30	\$132.00
04/30/21	BCM	Participate in conference call with R. Slovak and S. Lockhart regarding response to Seacret's motion to dismiss.	0.60	\$381.00
04/30/21	RTS	Edit and revise response to motion for protective order; analysis with trial team regarding same; telephone conference with counsel for Wayne regarding discovery issues; analysis with Steven Lockhart regarding strategy for discovery and for hearing on Seacret's motion to continue for arbitration discovery; review and analysis of Seacret motion to dismiss under 12(b)(6); strategy discussion with trial team regarding manner to respond to same.	2.10	\$1,701.00
04/30/21	SCL	Analyze Seacret motion to dismiss amended complaint (.8); e-mail with Beth Levine regarding Wayne Nugent production information (.1); analyze discovery search results and coordinate with Aaron Chibli regarding same (.6); e-mails with Ryan Manns regarding UCC and Seacret discovery (.1).	1.60	\$1,288.00
04/30/21	TCD	Review multiple emails from Rob Slovak forwarding various case-related materials, including Aaron Chibli's communications with counsel for various third-parties relating to subpoenas, and organize same into electronic files.	0.20	\$61.00

Task Total: 253.40 \$168,458.50

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50212156

Page 41

Foley & Lardner LLP

May 19, 2021

Services Total: 501.60 \$310,602.50

Professional Services Summary

Task Code	Task Description	Hours	Amount
B110	B110 - Case Administration	63.80	29,794.50
B120	B120 - Asset Analysis and Recovery	10.00	8,963.00
B130	B130 - Asset Disposition	47.80	39,654.50
B140	B140 - Relief from Stay/Adequate Protection Proceedings	8.50	4,433.50
B150	B150 - Meetings of and Communications with Creditors	7.20	3,168.00
B160	B160 - Fee/Employment Applications	18.00	7,920.00
B170	B170 - Fee/Employment Objections	2.10	924.00
B190	B190 - Other Contested Matters (excluding assumption/rejecti	64.10	31,889.00
B210	B210 - Business Operations	10.20	8,137.50
B230	B230 - Financing/cash Collections	16.50	7,260.00
B440	B440 - Adverse Proceedings	253.40	168,458.50
Totals		501.60	\$310,602.50

Expenses Incurred

Description	Amount
Depositions / Transcripts, Exams	\$985.25
Lexis	\$1,154.50
Litigation Services - Hosting	\$1,700.00
Recording / Filing Fees	\$16.65
Service Fees	\$1,240.00
Service Fees	\$349.00
Expenses Incurred Total	\$5,445.40

Certain services and expenses, which involve payments made to third parties, include an additional charge based upon our internal costs with respect to those services and expenses.



FOLEY & LARDNER LLP
2021 MCKINNEY AVENUE
SUITE 1600
DALLAS, TEXAS 75201
TELEPHONE (214) 999-3000
FACSIMILE (214) 999-4667
WWW.FOLEY.COM

WorldVentures Holdings LLC
Submit to Serengeti * do not mail
include cost backup & pdf copy of invoice
Plano, TX 75024

Date: May 19, 2021
Invoice No.: 50212156
Our Ref. No.: 636264-0021

Remittance Advice

Outstanding Invoices:

04/19/21 - 50197046	\$118,321.40
04/19/21 - 50197047	\$64,080.90
04/27/21 - 50202889	\$195,475.50

<i>Prior Outstanding Balance:</i>	<hr/> \$377,877.80
-----------------------------------	--------------------

Current Invoice:

05/19/21 - 50212156	\$316,047.90
Total Amount Due:	<hr/> \$693,925.70

Please mail check payments to:

Foley & Lardner LLP
P.O. Box 78470
Milwaukee, WI 53278-8470

Foley & Lardner LLP's preferred payment method is ACH
(CTX or CCD+ transmission) with invoice number(s)
included in the addenda of the ACH.

Please send electronic payment remittance advice and
questions to accountsreceivable@foley.com.

Foley & Lardner LLP
U.S. Bank, NA
777 E. Wisconsin Ave.
Milwaukee, WI 53202
ABA No.: 075000022
Acct No.: 112031389
Swift Code: USBKUS44IMT
(foreign wires only)

Robert Slovak (TX 24013523)
Steven C. Lockhart (TX 24036981)
Thomas C. Scannell (TX 24070559)
Stephen A. Jones (TX 24101270)
FOLEY & LARDNER LLP
2021 McKinney Avenue, Suite 1600
Dallas, Texas 75201
Telephone: (214) 999-3000
Facsimile: (214) 999-4667
rslovak@foley.com
slockhart@foley.com
tscannell@foley.com
sajones@foley.com

**COUNSEL FOR THE DEBTORS
AND DEBTORS-IN-POSSESSION**

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF TEXAS
SHERMAN DIVISION**

In re:	§	Chapter 11
	§	
SPHERATURE INVESTMENTS LLC,	§	Case No.: 20-42492
<i>et al.</i>,	§	
	§	
Debtors.¹	§	Jointly Administered

**MONTHLY FEE STATEMENT OF FOLEY & LARDNER LLP
FOR COMPENSATION FOR SERVICES AND REIMBURSEMENT OF EXPENSES
AS COUNSEL TO THE DEBTORS FOR THE PERIOD OF
MAY 1, 2021 TO MAY 31, 2021**

On March 1, 2021, the Honorable Brenda T. Rhoades, Chief Bankruptcy Judge for the United States Bankruptcy Court for the Eastern District of Texas (the “**Court**”) entered an *Amended Order Granting Motion for Administrative Order Under Bankruptcy Code Sections 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (the “**Interim Compensation Order**”) [Docket No. 153]. Pursuant to

¹ The “**Debtors**” in the above-captioned jointly administered chapter 11 bankruptcy cases (“**Cases**”) are: Spherature Investments LLC EIN#5471; Rovia, LLC EIN#7705; WorldVentures Marketing Holdings, LLC EIN#3846; WorldVentures Marketplace, LLC EIN#6264; WorldVentures Marketing, LLC EIN#3255; WorldVentures Services, LLC EIN#2220.

**MONTHLY FEE STATEMENT OF FOLEY & LARDNER LLP FOR COMPENSATION FOR SERVICES
AND REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE DEBTORS FOR THE PERIOD OF MAY
1, 2021 TO MAY 31, 2021**

the Interim Compensation Order, Foley & Larder LLP (“**Foley**”), counsel for Spherature Investments LLC (“**Spherature**”), together with its affiliates identified herein, as debtors and debtors-in-possession (collectively, the “**Debtors**”), submits this monthly fee statement for services rendered and expense incurred for the periods of May 1, 2021 to May 31, 2021 (the “**Statement Period**”).

I. Itemization of Services Rendered by Foley:

A. The following is a list of individuals and their respective titles that provided services during the Statement Period. It includes information regarding their respective billing rate and the total number of hours spent by each individual providing services during the Statement Period for which Foley seeks compensation.

SUMMARY

Service Provider	Initials	Title	Hours	Rate	Amount
Aaron E. Chibli	AEC	Associate	77.90	\$635.00	\$49,466.50
Brandon C. Marx	BCM	Associate	31.80	\$635.00	\$20,193.00
Brantley Smith	BS	Associate	0.50	\$470.00	\$235.00
Emily F. Shanks	EFS	Associate	0.10	\$475.00	\$47.50
Stephen Jones	SJ	Associate	57.30	\$440.00	\$25,212.00
Debbie E. Green	DEG	Of Counsel	9.70	\$620.00	\$6,014.00
Tanya C. Durham	TCD	Paralegal	3.80	\$305.00	\$1,159.00
Robert T. Slovak	RTS	Partner	10.80	\$810.00	\$8,748.00
Steven C. Lockhart	SCL	Partner	21.60	\$805.00	\$17,388.00
Thomas Charles Scannell	TCS	Partner	7.40	\$725.00	\$5,365.00
Totals			220.90		\$133,828.00

B. The time records of Foley consisting of a daily breakdown of the time spent by each person on each day, and detail as to the disbursements incurred are attached as **Exhibit A** to this Statement.

MONTHLY FEE STATEMENT OF FOLEY & LARDNER LLP FOR COMPENSATION FOR SERVICES AND REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE DEBTORS FOR THE PERIOD OF MAY 1, 2021 TO MAY 31, 2021

PAGE 2

II. Itemization of Services Rendered and Disbursements Incurred by Category

A. The following itemization presents the services rendered by Foley by Task Codes, and provides a summary of disbursements incurred by code of disbursement.

1. Services Rendered

The following services were rendered in the following Task Codes:

Task Code	Task Description	Hours	Amount
B110	B110 - Case Administration	28.70	\$13,708.00
B140	B140 - Relief from Stay/Adequate Protection Proceedings	1.40	\$616.00
B160	B160 - Fee/Employment Applications	17.40	\$8,739.00
B170	B170 - Fee/Employment Objections	0.90	\$396.00
B190	B190 - Other Contested Matters (excluding assumption/rejection motions)	32.10	\$17,696.00
B210	B210 - Business Operations	0.40	\$176.00
B230	B230 - Financing/Cash Collections	0.40	\$176.00
B440	B440 - Adverse Proceedings	139.60	\$92,321.00
Totals		220.90	\$133,828.00

A detailed itemization of the services rendered in each of the Task Codes is set forth in

Exhibit A.

2. Disbursements Incurred

The disbursements incurred by Foley for this Statement are as follows:

Description	Amount
Electronic Legal Research	\$2,714.37
Litigation Services - Hosting	\$1,700.00
Other Fees	\$677.00
Service Fees	\$1,520.50
Westlaw	\$6,364.00
Expenses Incurred Total	\$12,975.87

3. Accordingly, the amount of compensation and expenses payable for this Statement Period is \$120,038.27 which is calculated as follows:

Total Fees for Services Rendered During Statement Period	\$133,828.00
Twenty Percent (20%) Holdback	- \$26,765.60
Fees Minus Holdback	\$107,062.40
Costs (100%)	+ 12,975.87
TOTAL	\$120,038.27

WHEREFORE, pursuant to the Interim Compensation Order, Foley respectfully requests payment of (1) \$107,062.40 (80% of \$133,828.00) on account of actual, reasonable, and necessary professional services rendered to the Debtors by Foley and (2) reimbursement of actual and necessary costs and expenses in the amount of \$12,975.87 incurred by Foley of behalf of the Debtors, for a total reimbursement request of \$120,038.27.

DATED: June 18, 2021

Respectfully submitted:

/s/ Steven C. Lockhart

Robert Slovak (TX 24013523)

Steven C. Lockhart (TX 24036981)

Thomas C. Scannell (TX 24070559)

Stephen A. Jones (TX 24101270)

FOLEY & LARDNER LLP

2021 McKinney Avenue

Suite 1600

Dallas, Texas 75201

Telephone: (214) 999-3000

Facsimile: (214) 999-4667

rslovak@foley.com

slockhart@foley.com

tscannell@foley.com

sajones@foley.com

**COUNSEL FOR THE DEBTORS
AND DEBTORS-IN-POSSESSION**

**MONTHLY FEE STATEMENT OF FOLEY & LARDNER LLP FOR COMPENSATION FOR SERVICES
AND REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE DEBTORS FOR THE PERIOD OF MAY
1, 2021 TO MAY 31, 2021**

PAGE 4

CERTIFICATE OF SERVICE

I hereby certify that on June 18, 2021, in accordance with the *Amended Order Granting Motion for Administrative Order Under Bankruptcy Code Sections 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expense of Professionals* [Docket No. 153], a true and correct copy of the foregoing document was served electronically, via email, on the following Notice Parties: Counsel for the Official Committee of Unsecured Creditors, the Office of the United States Trustee for the Eastern District of Texas, and Counsel for the Debtors' secured lenders.

/s/ Stephen A. Jones
Stephen A. Jones

MONTHLY FEE STATEMENT OF FOLEY & LARDNER LLP FOR COMPENSATION FOR SERVICES AND REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE DEBTORS FOR THE PERIOD OF MAY 1, 2021 TO MAY 31, 2021

PAGE 5

EXHIBIT A



FOLEY & LARDNER LLP
2021 MCKINNEY AVENUE
SUITE 1600
DALLAS, TEXAS 75201
TELEPHONE (214) 999-3000
FACSIMILE (214) 999-4667
WWW.FOLEY.COM

WorldVentures Holdings LLC
Submit to Serengeti * do not mail
include cost backup & pdf copy of invoice
Plano, TX 75024

Date: June 18, 2021
Invoice No.: 50230790
Our Ref. No.: 636264-0021

Remittance Advice

Current Invoice:

06/18/21 - 50230790	\$146,803.87
Total Amount Due:	\$146,803.87

Please mail check payments to:

Foley & Lardner LLP
P.O. Box 78470
Milwaukee, WI 53278-8470

Foley & Lardner LLP's preferred payment method is ACH
(CTX or CCD+ transmission) with invoice number(s)
included in the addenda of the ACH.

Please send electronic payment remittance advice and
questions to accountsreceivable@foley.com.

Foley & Lardner LLP
U.S. Bank, NA
777 E. Wisconsin Ave.
Milwaukee, WI 53202
ABA No.: 075000022
Acct No.: 112031389
Swift Code: USBKUS44IMT
(foreign wires only)



FOLEY & LARDNER LLP
2021 MCKINNEY AVENUE
SUITE 1600
DALLAS, TEXAS 75201
TELEPHONE (214) 999-3000
FACSIMILE (214) 999-4667
WWW.FOLEY.COM

WorldVentures Holdings LLC
Submit to Serengeti * do not mail
include cost backup & pdf copy of invoice
Plano, TX 75024

Date: June 18, 2021
Our Ref. No.: 636264-0021

Statement of Account

Outstanding Invoices:

Date	Invoice No.	Amount	Credits	Balance
04/19/2021	50197046	\$598,043.55	\$479,722.15	\$118,321.40
04/19/2021	50197047	\$331,559.64	\$267,478.74	\$64,080.90
04/27/2021	50202889	\$1,002,856.45	\$807,380.95	\$195,475.50
05/19/2021	50212156	\$316,047.90	\$0.00	\$316,047.90
Total Balance Outstanding:				\$693,925.70

Current Invoice:

Date	Invoice No.	Amount	Credits	Balance
06/18/2021	50230790	\$146,803.87	\$0.00	\$146,803.87
Total Amount Due:				\$840,729.57

Please reference all your invoice numbers with your remittance payable to
Foley & Lardner LLP. Payment is due promptly upon receipt of our
invoice.

Federal Employer Number:
39-0473800



FOLEY & LARDNER LLP
2021 MCKINNEY AVENUE
SUITE 1600
DALLAS, TEXAS 75201
TELEPHONE (214) 999-3000
FACSIMILE (214) 999-4667
WWW.FOLEY.COM

WorldVentures Holdings LLC
Submit to Serengeti * do not mail
include cost backup & pdf copy of invoice
Plano, TX 75024

Date: June 18, 2021
Invoice No.: 50230790
Our Ref. No.: 636264-0021

Services through May 31, 2021

Amount due for professional services rendered regarding Post-Petition	\$133,828.00
--	--------------

Total Expenses:	\$12,975.87
-----------------	-------------

Amount Due:	\$146,803.87
--------------------	---------------------

Please reference your invoice number 50230790 with your remittance payable to Foley & Lardner LLP. Payment is due promptly upon receipt of our invoice.

Federal Employer Number:
39-0473800

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50230790

Page 2

Foley & Lardner LLP

June 18, 2021

Professional Services Detail

B110 B110 - Case Administration

05/03/21	SJ	Attend to various case management issues (0.9); Call and various communications with M. Helt regarding open issues (0.6).	1.50	\$660.00
05/05/21	SJ	Meeting with T. Scannell to discuss case- management issues and other related topics.	0.50	\$220.00
05/05/21	TCS	Attend to issues regarding litigation against debtors; email exchange with outside litigation counsel regarding same; receive and review attachment from debtors' outside litigation counsel; evaluate strategic response to same inquiries.	0.90	\$652.50
05/06/21	SJ	Communications with Stretto regarding docket, schedule, and service-related issues.	0.40	\$176.00
05/06/21	SJ	Revise, edit, and file notice of withdrawal of 2004 motion (0.4); Communications with S. Lockhart related to same (0.3); Communications with courtroom deputy related to same (0.2).	0.90	\$396.00
05/06/21	SJ	Extensive communications with M. Helt regarding case management and other related issues (0.9); Analyze docket, case schedule, and upcoming deadlines, and prepare materials and attend to issues related to same (3.8).	4.70	\$2,068.00
05/06/21	SJ	Communications with T. Scannell, M. Helt, Spherature representatives and UST's office regarding status of cases and quarterly fee payments.	0.30	\$132.00
05/06/21	TCS	Attention to status of case deadlines and upcoming hearings; confer with S. Jones regarding same; analyze allocation of tasks for outstanding estate issues; confer regarding status of committee information requests; confer with counsel regarding same issues.	1.90	\$1,377.50
05/07/21	TCS	Attend to issues regarding Marc Ancetta release; attention to email exchange among counsel regarding same issues; attend to issues regarding stay violation by plaintiff in prebankruptcy litigation proceedings; attention to email exchange with counsel to plaintiff in same proceedings.	0.60	\$435.00
05/11/21	DEG	Review email from Brandon Marx (.1); respond to same (.1); review email regarding hearing (.1).	0.30	\$186.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50230790

Page 3

Foley & Lardner LLP

June 18, 2021

05/11/21	SJ	Work on issues related to case management and administration.	1.30	\$572.00
05/12/21	SJ	Work on issues related to case management and administration.	1.60	\$704.00
05/13/21	SJ	Work on issues related to case management and administration.	0.50	\$220.00
05/13/21	SJ	Call and communications with J. Haake related to case management and administration issues (0.4); Call with M. Helt related to same (0.3); Call and communications with E. Shanks related to same (0.2); Call with E. Toth related to same (0.2); Communications with S. Lockhart related to same (0.2).	1.30	\$572.00
05/17/21	SJ	Communications with Stretto regarding docket management and service issues.	0.30	\$132.00
05/17/21	SJ	Attend to issues related to case management and administration.	0.30	\$132.00
05/19/21	SJ	Call with J. Haake related to case administration issues (0.3); Communications with M. Helt related to same (0.2); Communications with E. Toth and S. Davies related to April MORs (0.4); Communications with MCA counsel, E. Toth, and S. Davies related to fee payments (0.4).	1.30	\$572.00
05/20/21	SJ	Communications with E. Toth and S. Davies regarding payment of professional fees (0.4); Communications with MCA counsel related to same (0.2); Communications with E. Toth and S. Davies regarding April MORs (0.3); Review and redact confidential and sensitive information from bank statements (0.8); Conduct final review of April MORs and prepare same for filing (1.2); File MORs and assemble package of bank statements and April MORs for disclosure to UST's Office (0.7); Send April MORs and bank statements to UST's Office (0.2).	3.80	\$1,672.00
05/24/21	SJ	Communications with M. Helt, T. Scannell, and J. Haake related to case administration issues.	0.40	\$176.00
05/25/21	SJ	Call with M. Helt regarding case scheduling and administration issues (0.3); Call and communications with J. Haake regarding case progress and open issues (0.7); Communications with J. Haake regarding noticing procedures (0.2); Communications with courtroom deputy regarding scheduling and docket issues (0.3).	1.50	\$660.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50230790

Page 4

Foley & Lardner LLP

June 18, 2021

05/26/21	SJ	Call and various communications with J. Haake to discuss case progress and open issues (0.8); Various communications with Foley team and MWE team related to same (0.6).	1.40	\$616.00
05/27/21	SJ	Communications with UST's Office and Spherature representatives regarding requests for updated information (0.4); Communications with courtroom deputy regarding scheduling and docket issues (0.3).	0.70	\$308.00
05/27/21	TCS	Attend to issues regarding insurance policy renewals; attention to email exchange with U.S. Trustee's office concerning same; instruct strategic response to same issues.	0.20	\$145.00
05/28/21	SJ	Communications with M. Helt regarding bid procedures and sale issues (0.2); Gather and send requested materials to M. Helt for review (0.4).	0.60	\$264.00
05/28/21	SJ	Call and communications with J. Haake regarding case administration and other open issues (0.8); Communications with courtroom deputy regarding scheduling and docket issues (0.2).	1.00	\$440.00
05/30/21	SJ	Communications with H. O'Neil and T. Scannell regarding case management and administration issues.	0.50	\$220.00
Task Total:			28.70	\$13,708.00

B140 B140 - Relief from Stay/Adequate Protection Proceedings

05/01/21	SJ	Communications with M. Helt and B. Lindemann regarding open issues and settlement negotiations.	0.30	\$132.00
05/03/21	SJ	Communications with M. Helt and B. Lindemann regarding status of motion to lift stay and other related issues.	0.30	\$132.00
05/06/21	SJ	Communications with B. Lindemann and M. Helt regarding open issues and pending matters.	0.60	\$264.00
05/07/21	SJ	Communications with counsel in California lawsuit regarding potential violations of the automatic stay.	0.20	\$88.00
Task Total:			1.40	\$616.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50230790

Page 5

Foley & Lardner LLP

June 18, 2021

B160 B160 - Fee/Employment Applications

05/05/21	SJ	Communications with E. Toth regarding fee applications and monthly billing statements (0.3); Attend to other issues related to same (0.3).	0.60	\$264.00
05/06/21	SJ	Attend to issues related to Foley fee applications and monthly billing statements.	0.50	\$220.00
05/06/21	TCS	Attend to issues regarding McDermott employment application and allocation of duties to avoid duplication; confer with M. Helt regarding same.	0.70	\$507.50
05/10/21	SJ	Review, analyze, and edit materials related to April monthly fee statement (2.4); Communications with Foley team related to same (0.5); Draft and prepare documents related to April monthly fee statement and first interim fee application (0.7).	3.60	\$1,584.00
05/11/21	SJ	Work on Foley monthly statements and first-interim fee application (0.3); Communications with E. Toth related to same (0.2); Review and edit Larx monthly statements (0.4).	0.90	\$396.00
05/12/21	SJ	Attend to issues related to monthly fee statements and interim fee application.	0.80	\$352.00
05/13/21	SJ	Attend to issues related to monthly fee statements and interim fee application.	0.40	\$176.00
05/16/21	SJ	Communications with H. O'Neil and A. Brown regarding issues related to fee payments.	0.20	\$88.00
05/17/21	SJ	Communications with H. O'Neil and A. Brown regarding issues related to fee payments.	0.30	\$132.00
05/18/21	SJ	Attend to issues related to monthly fee statement and first interim fee application (3.6); Communications with A. Brown related to same (0.5).	4.10	\$1,804.00
05/19/21	SJ	Prepare and finalize Foley monthly billing statements and send same to T. Scannell, R. Slovak, and S. Lockhart for review (1.2); Communications with T. Scannell, R. Slovak, and S. Lockhart related to same (0.3); Prepare and finalize Larx monthly billing statement (0.3); Communications with E. Toth related to same (0.2); Circulate Foley and Larx monthly billing statements (0.2).	2.20	\$968.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50230790

Page 6

Foley & Lardner LLP

June 18, 2021

05/26/21	TCS	Telephone and email communications with counsel regarding amendment of employment of legal counsel to the bankruptcy estates; attend to follow-up issues regarding same; confer with debtors' chief officers regarding same and related file transfer request; attention to follow-up issues regarding file transfer request.	2.70	\$1,957.50
05/30/21	TCS	Attend to issues regarding McDermott employment applications; strategic analysis of follow-up issues related to same; confer with H. O'Neil regarding same.	0.40	\$290.00
Task Total:			17.40	\$8,739.00

B170 B170 - Fee/Employment Objections

05/03/21	SJ	Review and analyze MCA professional fee statements and fourth interim cash collateral order to assess potential objections.	0.70	\$308.00
05/18/21	SJ	Communications with MCA counsel regarding fee statements.	0.20	\$88.00
Task Total:			0.90	\$396.00

B190 B190 - Other Contested Matters (excluding assumption/rejecti

05/01/21	SJ	Review records, materials, and data base search results provided by J. Mathews.	0.20	\$88.00
05/03/21	AEC	Review Joshua Mathews' analyses relating to the Committee's proposed list of custodians and search terms and discussion with Foley team regarding same.	0.60	\$381.00
05/03/21	SJ	Communications with B. Levine regarding status of UCC document requests (0.2); Confer with A. Chibli on issues related to same (0.3); Continue working on issues related to same (1.8).	2.30	\$1,012.00
05/04/21	AEC	Discussions with Steven Lockhart, Stephen Jones, and Melissa Huff regarding the Committee's document requests and search terms (.6); prepare and submit summary to Beth Levine of hits received for the proposed search terms and follow up discussions with Ms. Levine regarding same (.9); respond to Joshua Mathews' inquiries regarding the Committee's proposed list of custodians and search terms (.3).	1.80	\$1,143.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50230790

Page 7

Foley & Lardner LLP

June 18, 2021

05/04/21	SJ	Communications with A. Chibli and UCC counsel regarding collection and review of requested documents.	0.70	\$308.00
05/04/21	SJ	Communications with S. Lockhart regarding 2004 motion.	0.10	\$44.00
05/05/21	AEC	Various discussions with Melissa Huff, Joshua Mathews, and Steven Lockhart regarding the Committee's document requests and proposed search terms and custodians (.6); respond to Beth Levine's inquiry regarding specific search terms and follow up with Melissa Huff regarding same (.4); review and analyze potentially responsive documents and communications to Committee's requests (.9).	1.90	\$1,206.50
05/05/21	SJ	Communications with UCC counsel regarding document production issues.	0.50	\$220.00
05/05/21	SJ	Communications with S. Lockhart regarding 2004 motion (0.2); Draft and prepare notice of withdrawal of 2004 motion and send same to S. Lockhart for review (0.7).	0.90	\$396.00
05/05/21	SJ	Communications with Foley team and Spherature representatives regarding document gathering and search parameters related to UCC document requests (0.2); Continue working on issues related to same (1.2).	1.40	\$616.00
05/06/21	AEC	Review and analyze the Committee's revised list of proposed custodians and search terms and discussions with Melissa Huff, Steven Lockhart, Stephen Jones, and Joshua Matthews regarding same (1.5); conference call with Beth Levine and Stephen Jones regarding the Committee's revised list and issues surrounding same (.5); review potentially responsive documents and communications to the Committee's revised list (.4).	2.40	\$1,524.00
05/06/21	SJ	Conference call with UCC counsel and A. Chibli regarding document production, search parameters, and other related issues (0.3); Follow-up discussion with A. Chibli related to same (0.5).	0.80	\$352.00
05/06/21	SJ	Conference call with A. Chibli, R. Slovak, and S. Lockhart regarding UCC requests for production.	0.50	\$220.00
05/10/21	AEC	Discussions with Stephen Jones and Joshua Mathews regarding the UCC's revised search parameters, timeline on run report, and additional action items to review (.8).	0.80	\$508.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50230790

Page 8

Foley & Lardner LLP

June 18, 2021

05/11/21	AEC	Discussions with WorldVentures' IT group, Melissa Huff, and Stephen Jones regarding UCC's revised search parameters (.4); address WV's IT group's questions and analysis regarding potential redundancies in the search terms and certain domain names requested (.5).	0.90	\$571.50
05/11/21	SJ	Communications with J. Mathews and A. Chibli related to data base searches and document production.	0.50	\$220.00
05/11/21	SJ	Call and communications with UCC counsel to discuss case progress and open issues.	0.50	\$220.00
05/12/21	AEC	Various discussions with WorldVentures' IT group, Stephen Jones, and Beth Levine regarding the UCC's proposed search parameters to collect documents.	0.60	\$381.00
05/12/21	SJ	Communications with Foley team, UCC counsel, and Spherature representatives regarding UCC document requests.	0.50	\$220.00
05/13/21	AEC	Discussions with Steven Jones and Steven Lockhart regarding status of bankruptcy proceedings, recent filings, and the UCC's revised search terms.	0.50	\$317.50
05/13/21	EFS	Assist S. Jones, M. Helt, and J. Haake with gathering pertinent documents relating to continuing cash collateral hearing and assisting with transition over to McDermot for the same.	0.10	\$47.50
05/14/21	AEC	Discussions with Melissa Huff and Thi Nguyen regarding UCC's revised list of search parameters and status of run reports.	0.60	\$381.00
05/14/21	SJ	Communications with A. Chibli and T. Nguyen regarding document searches and production.	0.30	\$132.00
05/15/21	SJ	Communications with Foley team and UCC counsel regarding status of bankruptcy cases and UCC claims investigations.	0.30	\$132.00
05/17/21	AEC	Review and analyze WorldVentures' IT team's and Melissa Huff's run reports and analyses with respect to the UCC's revised search parameters (.9); prepare summary of hits for each UCC revised search term within date range and custodians requested and submit same to Beth Levine (.9).	1.80	\$1,143.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50230790

Page 9

Foley & Lardner LLP

June 18, 2021

05/18/21	AEC	Review and analyze potentially responsive documents in conjunction with the Committee's document requests and discussions with Melissa Huff and Stephen Jones regarding same.	0.60	\$381.00
05/19/21	AEC	Review and analyze potentially responsive documents and communications in conjunction with the Committee's requests for documents (.9); review the Committee's inquiry and comments with respect to its document requests (.5)discussions with Melissa Huff and Steven Lockhart regarding same (.5).	1.90	\$1,206.50
05/19/21	SJ	Communications with A. Chibli and B. Levine regarding UCC document requests.	0.30	\$132.00
05/20/21	AEC	Discussions with Steven Lockhart regarding developments with the bankruptcy proceedings, the UCC's search parameters and inquiries regarding the run reports (.4); prepare spreadsheet with number of hits for the UCC's search terms and respond to Beth Levine regarding same (.6); discussions with Stephen Jones regarding potential action items (.4).	1.40	\$889.00
05/20/21	SJ	Communications with B. Levine and A. Chibli regarding UCC document requests.	0.30	\$132.00
05/25/21	AEC	Discussions with Melissa Huff, Stephen Jones, and Steven Lockhart regarding the UCC's revised search terms and corresponding data counts (.5); discussion with Stephen Jones and Beth Levine regarding UCC's inquiries and upcoming meeting (.3).	0.80	\$508.00
05/25/21	SJ	Communications with B. Levine and A. Chibli regarding UCC document requests.	0.40	\$176.00
05/26/21	AEC	Conference call with Beth Levine regarding the Committee's document requests and proposed search terms (.4); conference call with Stephen Jones and Jack Haake regarding status of bankruptcy proceedings and the Committee's document requests (.4); follow up with Stephen Jones, Melissa Huff, and Tom Scannell regarding same (.5); review documents recently uploaded to data room in conjunction with the Committee's requests (.4).	1.70	\$1,079.50

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50230790

Page 10

Foley & Lardner LLP

June 18, 2021

05/26/21	SJ	Call with J. Haake and A. Chibli regarding UCC data requests (0.6); Various communications with Foley team, MWE team, and UCC counsel regarding same (1.2); Conduct review and analysis of data room documents and work on summary related to same (1.4).	3.20	\$1,408.00
----------	----	---	------	------------

Task Total:	32.10	\$17,696.00
-------------	-------	-------------

B210 B210 - Business Operations

05/04/21	SJ	Communications with S. Lockhart and Spherature representatives regarding vendor service issues.	0.40	\$176.00
----------	----	---	------	----------

Task Total:	0.40	\$176.00
-------------	------	----------

B230 B230 - Financing/cash Collections

05/17/21	SJ	Communications with T. Scannell, M. Helt, and Titan Bank representatives regarding PPP loan and issues related to same.	0.40	\$176.00
----------	----	---	------	----------

Task Total:	0.40	\$176.00
-------------	------	----------

B440 B440 - Adverse Proceedings

05/03/21	BCM	Participate in conference call with R. Slovak and S. Lockhart regarding responses to Seacret's requests for production and requests for admission; review and analyze Seacret's motion to dismiss; research case law cited therein; draft response to Seacret's motion to dismiss.	6.40	\$4,064.00
----------	-----	--	------	------------

05/03/21	DEG	Review email from Steven Lockhart and attachment (1.0); respond to same (.2); review email from Steven Lockhart (.1).	1.30	\$806.00
----------	-----	---	------	----------

05/03/21	RTS	Analysis with Steven Lockhart regarding results of hearing on motion to continue motion to compel arbitration; analysis with trial team regarding strategy for response to Seacret discovery and issues related to arbitration; analysis with Brandon Marx regarding strategy for response to Head revised motion to compel.	1.70	\$1,377.00
----------	-----	--	------	------------

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50230790

Page 11

Foley & Lardner LLP

June 18, 2021

05/03/21	SCL	Prepare for and conduct hearing on motion to continue motion to compel arbitration hearing (.7); e-mails and call with Ryan Manns regarding Wayne Nugent discovery (.4); analyze fiduciary breach issues relating to Seacret adversary (.2); e-mails with Beth Levine regarding Seacret discovery (.1); e-mail from Phil Lamberson regarding Head adversary discovery (.1); research and analyze arbitration-related case law, party burden, discovery limitations and evidentiary requirements relating to Seacret adversary (2.0); analyze jury demand waiver argument relating to Head reference withdrawal motion (.3).	3.80	\$3,059.00
05/03/21	TCD	Draft response to Seacret Direct's Requests for Admissions and Requests for Production Related to Motion to Compel Arbitration; send email to Brandon Marx forwarding same for review and comment.	0.60	\$183.00
05/04/21	AEC	Strategy discussions with Rob Slovak and Steven Lockhart regarding third-party subpoenas and various individuals and communications with counsel for Seacret and counsel for M. Morris and B. Schrag regarding same (.8); follow up on status of service of non-party subpoenas (.3).	1.10	\$698.50
05/04/21	BCM	Draft response to Seacret's motion to dismiss; research case law in support of the same.	8.70	\$5,524.50
05/04/21	RTS	Analysis with Steven Lockhart regarding discussion with Seacret counsel regarding discovery and regarding task lists; review and analysis of motion to dismiss filed by Head; analysis with Brandon Marx regarding strategy to respond to same.	0.50	\$405.00
05/04/21	SCL	Multiple e-mails and calls with Beth Levine regarding UCC discovery request narrowing and potential litigation standstill (.7); coordinate with Aaron Chibli regarding UCC discovery request narrowing (.2); review prior day filings in adversary proceeding (.1); e-mails with Patrick Schur regarding Grouply/Trask 2004 motion and revise document production topics (.4).	1.40	\$1,127.00
05/04/21	TCD	Review multiple emails from Rob Slovak and Aaron Chibli forwarding various case-related materials, including communications with counsel for various third-parties relating to responding to subpoenas, and organize same into electronic files.	0.20	\$61.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50230790

Page 12

Foley & Lardner LLP

June 18, 2021

05/05/21	AEC	Review and analyze Defendant's motion to dismiss and motion for more definite statement and discussion with Rob Slovak and Steven Lockhart regarding same (1.1); review parties' discussions relating to conditions for standstill agreement for adversary proceedings and follow up on status of service of non-party subpoenas (.3).	1.40	\$889.00
05/05/21	BCM	Draft response to Seacret's motion to dismiss [5.2]; research case law in support of the same [1]; communications with R. Slovak regarding updated deadlines and strategy [.3].	6.50	\$4,127.50
05/05/21	RTS	Review and analysis of draft response to Seacret motion to dismiss; edit and revise same; telephone conference with Aaron Chibli regarding the latest round of discovery requests from UCC.	0.50	\$405.00
05/05/21	SCL	Prepare for and conduct call with Phil Lamberson and Todd Hoodenpyle regarding Seacret standstill request (.6); analyze potential standstill options and prepare standstill agreement (.4); analyze potential Seacret and Head settlement issues, litigation funding sources and continuance, standstill and reference withdrawal issues, and coordinate with Marcus Helt regarding same (.6); debrief Eric Haynes regarding litigation and discovery status (.5); e-mails with UCC counsel regarding litigation standstill (.1).	2.20	\$1,771.00
05/05/21	TCD	Review multiple emails from Rob Slovak forwarding various case-related materials, including correspondence between Steven Lockhart, Todd Hoodenpyle, and Phil Lamberson regarding 30-day standstill, and organize same into electronic files; review multiple emails from clerk forwarding various court filings, and organize same into electronic files.	0.30	\$91.50
05/06/21	AEC	Review and analyze documents and communications relating to Marc Accetta and discussion with Rob Slovak regarding same (1.1); strategy discussions with Brandon Marx and Steven Lockhart regarding upcoming deadlines and recent filings (.5); prepare outline of arguments and factual allegations in support of Plaintiffs' Response to Defendant's motion to dismiss (2.6); begin drafting draft response incorporating analysis from outline (1.4).	5.60	\$3,556.00
05/06/21	BCM	Communications regarding case deadlines.	0.10	\$63.50

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50230790

Page 13

Foley & Lardner LLP

June 18, 2021

05/06/21	BCM	Review and analyze documents for M. Accetta's release and prior services agreements.	0.70	\$444.50
05/06/21	DEG	Review email from Marcus Helt regarding second adversary proceeding (.1); respond to same (.1).	0.20	\$124.00
05/06/21	RTS	Review and analysis of draft response to Seacret motion to compel.	0.40	\$324.00
05/06/21	SCL	Review and revise notice of withdrawal of Grouply/Trask 2004 motion and coordinate with Stephen Jones regarding same (.3); e-mails with Patrick Schur regarding notice of withdrawal of Grouply/Trask 2004 motion (.1); analyze UCC revised search term and custodian list and coordinate with Aaron Chibli regarding response strategy (.3); e-mails and call with Ryan Manns regarding Seacret standstill regarding Wayne Nugent discovery and deposition, and UCC discovery status (.3); debrief with LexShares representatives and Marcus Helt regarding litigation status, claims and damages relating to potential litigation funding opportunity (1.0); client e-mails and questions regarding Marc Accetta claims release and contractual issues, including analysis and preparation of summary of same (.7).	2.70	\$2,173.50
05/06/21	SJ	Communications with Foley litigation team regarding status of Viva Voyage adversary proceeding.	0.40	\$176.00
05/06/21	TCD	Review multiple emails from Rob Slovak and Steven Lockhart forwarding various case-related materials, including communications with opposing counsel regarding case status and 30-day standstill, and organize same into electronic files; docket revised deadlines relating to discovery responses and third-party subpoenas, and send emails to Rob Slovak, Steven Lockhart, Brandon Marx, Aaron Chibli and Emily Shanks notifying of same.	0.30	\$91.50

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50230790

Page 14

Foley & Lardner LLP

June 18, 2021

05/07/21	AEC	Prepare draft of Plaintiff's response to Defendant's motion to dismiss and motion for more definite statement, including summary of case, procedural background and legal authorities, along with incorporating pertinent analysis from the preliminary injunction against Head and recent filings relating to the motion for withdrawal of reference (4.9); review status of service on third-party subpoenas and discussion with Foley colleagues regarding same (.5).	5.40	\$3,429.00
05/07/21	DEG	Work on response to motion to withdraw the reference (1.2); send email to team regarding same (.1); review email from Rob Slovak (.1); review email from Steven Lockhart (.1); send response to same (.1); finalize response for filing (.2).	1.80	\$1,116.00
05/07/21	SCL	E-mails and call with Simon Davies and Eric Haynes regarding potential Marc Accetta liability (.6); review revised reference withdrawal motion response (.2).	0.80	\$644.00
05/07/21	TCD	Review multiple emails from Rob Slovak forwarding various case-related materials, including correspondence with clients, co-counsel, and opposing counsel regarding 30-day standstill, and organize same into electronic files.	0.20	\$61.00
05/10/21	AEC	Discussions with Brandon Marx, Stephen Jones, and Brittne Werner regarding motion to withdraw reference exhibits, Defendant's failure to officially remove his motion to quash & protective order from the Court's docket, and status on production of documents by Grouply/Virginia Trask (1.2); prepare draft response to Defendant's motion to dismiss, incorporating relevant case law and citations to the docket (3.9).	5.10	\$3,238.50
05/10/21	BCM	Communications regarding exhibits for Head's motion to withdraw the reference.	0.10	\$63.50
05/10/21	BCM	Communications regarding response to Seacret's motion to dismiss.	0.10	\$63.50
05/10/21	RTS	Review and analysis of motion to continue Seacret motions regarding compelling arbitration; edit and revise response to Seacret motion to dismiss.	0.50	\$405.00
05/10/21	SCL	Review proposed motion to compel arbitration continuance motion and order (.1); e-mails with Phil Lamberson regarding same (.1).	0.20	\$161.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50230790

Page 15

Foley & Lardner LLP

June 18, 2021

05/10/21	TCD	Review multiple emails from Rob Slovak and Steven Lockhart forwarding various case-related materials, including correspondence with Seacret's counsel and client communications, and organize same into electronic files; review multiple emails from clerk forwarding various court filings, and ensure they have been downloaded to electronic files.	0.20	\$61.00
05/11/21	AEC	Review docket, the parties' previous correspondence, and discussion with Steven Lockhart and Rob Slovak regarding Head's motion to quash and protective order (.3); follow up with Emily Shanks regarding status of non-party subpoena on Muzafer Najifi (.3); research and analyze Head's arguments and case law cited to in support of his superseding argument (1.1); prepare draft of Plaintiffs' response to Head's motion to dismiss, incorporating case law and citations from the record in support of same (5.4).	7.10	\$4,508.50
05/11/21	BCM	Communications with R. Slovak regarding response to Seacret's motion to dismiss arguments [.4]; draft agreed motion for extension of time and proposed order [.7].	1.10	\$698.50
05/11/21	BS	Analyze opposing counsel's motion to dismiss; analyze case law regarding restrictive covenants.	0.50	\$235.00
05/11/21	RTS	Analysis with Brandon Marx regarding edits to response to Seacret motion to dismiss; edit and revise same.	0.60	\$486.00
05/11/21	SCL	Call with Erik Toth and Marcus Helt regarding litigation damage models (.3); analyze damage model calculations and background data (.6); e-mails with Phil Lamberson regarding Seacret dismissal motion response extension (.1); review motion and order extending debtors' dismissal motion response deadline (.1); e-mails with Todd Hoodenpyle regarding Head motion to quash withdrawal (.1); review Head motion to quash withdrawal (.1); e-mails from UCC regarding document review status (.1); analyze Seacret dismissal motion response strategy and arguments (.3).	1.80	\$1,449.00
05/11/21	TCD	Review multiple emails from clerk forwarding court filings, and organize same into electronic files.	0.10	\$30.50

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50230790

Page 16

Foley & Lardner LLP

June 18, 2021

05/12/21	AEC	Finalize draft of Plaintiffs' response to Head's motion to dismiss and discussions with Rob Slovak and Steven Lockhart regarding same (2.5); prepare and finalize an agreed motion for extension of time and corresponding proposed order and discussions with Steven Lockhart regarding same (.7).	3.20	\$2,032.00
05/12/21	DEG	Review email from Steven Lockhart (.1); review and analyze defendant's reply to response to motion to withdraw (.4).	0.50	\$310.00
05/12/21	RTS	Review and analysis of response to Head's motion to dismiss; analysis with Aaron Chibli regarding same; review and analysis of reply to motion to withdraw reference; analysis with Steven Lockhart regarding status of case and recommended courses of action.	0.60	\$486.00
05/12/21	SCL	Review Head reply in support of reference withdrawal motion (.1); e-mails with Todd Hoodenpyle regarding Head dismissal motion response extension and trial continuance issues (.1); review motion and order extending debtors' response deadline to Head's dismissal motion (.1); e-mails with UCC counsel regarding document identification, review and production time line (.1).	0.40	\$322.00
05/13/21	AEC	Finalize and file the Agreed Motion to Continue and Proposed Order regarding same and discussions with Brandon Marx relating to Defendant's motion for withdrawal of reference.	0.50	\$317.50
05/13/21	DEG	Prepare for hearing on motion to withdraw reference (3.7); attend telephonic hearing on motion to withdraw (1.6); send email to team regarding hearing (.1); review response from Steven Lockhart to same (.1); review docket entry from court (.1).	5.60	\$3,472.00
05/13/21	SCL	E-mails with Todd Hoodenpyle regarding Head dismissal motion response extension (.1); review Seacret adversary hearing notices (.1); hearing on Head reference withdrawal motion and court conferral regarding Head dismissal motion hearing schedule (1.4).	1.60	\$1,288.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50230790

Page 17

Foley & Lardner LLP

June 18, 2021

05/14/21	TCD	Review multiple emails from clerk forwarding various court filings and organize same into electronic files; brief conference with Emily Shanks regarding status of adversaries in light of main bankruptcy being handled by Marcus Helt at new firm.	0.30	\$91.50
05/17/21	BCM	Review and revise response to Seacret's motion to dismiss.	3.20	\$2,032.00
05/17/21	RTS	Analysis with Steven Lockhart regarding scheduling issues and case status.	0.20	\$162.00
05/17/21	SCL	Client e-mails regarding Wes Melcher inquiry regarding Seacret adversary and related research (.2); coordinate with Rob Slovak regarding outstanding pre-trial and discovery issues (.1).	0.30	\$241.50
05/17/21	TCD	Review multiple emails from clerk forwarding various court filings, and organize same into electronic files; review email from Rob Slovak forwarding emails from Simon Davis related to damages, and organize same into electronic files.	0.20	\$61.00
05/18/21	AEC	Research and analyze pleading requirements for plausible breach of contract and breach of fiduciary duty claims, including stating specific demand for relief, under the Federal Rules and applicable case law (1.6); incorporate additional citations to the docket for procedural posture and facts (.7).	2.30	\$1,460.50
05/18/21	SCL	Communications with Beth Levine regarding UCC document search results (.1); coordinate with Aaron Chibli regarding UCC document search and request status and strategy (.1).	0.20	\$161.00
05/19/21	AEC	Strategy discussion with Steven Lockhart regarding arguments and analysis in Plaintiffs' response to Defendant's motion to dismiss (.6); incorporate Steven Lockhart's proposed revisions and conduct legal research on pleading requirements for breach of contract and breach of fiduciary duty in the context of former employee's restrictive covenants (1.2).	1.80	\$1,143.00
05/19/21	RTS	Analysis with Steven Lockhart regarding case status and strategy with regard to Seacret and litigation funding; edit and revise response to Seacret motion to dismiss.	0.40	\$324.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50230790

Page 18

Foley & Lardner LLP

June 18, 2021

05/19/21	SCL	Analyze Head motion to dismiss amended complaint and develop response strategy (.9); coordinate with Aaron Chibli regarding Head dismissal motion response strategy (.5); review and revise Head dismissal motion response outline (.5); address UCC information request modifications and response strategy (.2).	2.10	\$1,690.50
05/20/21	AEC	Research and analyze legal issues relating to whether courts have treated confidentiality agreements and/or non-disclosure agreements as an amendment or supplement to an employment agreement and pleading requirements for breaches of non-competition and non-solicitation covenants, along with specificity requirements as to damages and injury for such breaches (2.3); revise draft of Plaintiffs' Response to Defendant's Motion to Dismiss, incorporating Steven Lockhart's analyses and revisions (2.6); follow up with team regarding status of service of third-party subpoenas (.5).	5.40	\$3,429.00
05/20/21	BCM	Communications regarding response to Seacret's motion to dismiss.	0.10	\$63.50
05/20/21	RTS	Edit and revise response to Seacret Motion to Dismiss; analysis with Brandon Marx regarding same.	2.90	\$2,349.00
05/20/21	SCL	Client e-mails regarding potential litigation witnesses.	0.20	\$161.00
05/20/21	TCD	Review Notice from Court setting the hearing on the Motion to Withdraw the Reference and organize same into electronic files; exchange emails with Steven Lockhart regarding same; docket hearing date and send email to Steven Lockhart, Rob Slovak, Aaron Chibli and Emily Shanks notifying of same.	0.20	\$61.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50230790

Page 19

Foley & Lardner LLP

June 18, 2021

05/21/21	AEC	Research and analyze legal issues relevant to Plaintiffs' response to Defendant's motion to dismiss, including whether a plaintiff must plead breaches and a specific dollar amount of damages with particularity under applicable Fifth Circuit and Texas precedent, an officer's duties to refrain from competing with his employer under Texas law, whether courts can take judicial notice of filings in bankruptcy proceedings, and how courts in the Fifth Circuit generally rule on motions for more definite statement (3.3); continue drafting Plaintiffs' response, incorporating analyses from research, along with additional citations to the court's docket (4.6).	7.90	\$5,016.50
05/21/21	BCM	Review and revise response to Seacret's motion to dismiss [3]; communications with R. Slovak concerning the same [4].	3.40	\$2,159.00
05/21/21	RTS	Edit and revise response to Seacret motion to dismiss.	0.60	\$486.00
05/22/21	AEC	Finalize revised draft of Plaintiffs' response to Defendant's motion to dismiss, incorporating additional case law on pleading requirements for breach and demand for relief and requirements in moving for a more definite statement.	4.90	\$3,111.50
05/23/21	RTS	Edit and revise response to Seacret motion to dismiss.	0.80	\$648.00
05/24/21	AEC	Discussions with Steven Lockhart and Rob Slovak regarding Plaintiffs' draft response to Defendant's motion to dismiss (.4); incorporate Steven Lockhart's analyses and suggestions into the draft response, along with additional case law in support of same (1.2).	1.60	\$1,016.00
05/24/21	BCM	Review and revise response to Seacret's motion to dismiss; communications concerning the same.	0.90	\$571.50
05/24/21	RTS	Edit and revise response to Head motion to dismiss; review and analysis of response to Seacret motion to dismiss.	0.50	\$405.00
05/24/21	SCL	Review and revise Seacret motion to dismiss response (.9); review and revise Head motion to dismiss response (1.5).	2.40	\$1,932.00
05/24/21	TCD	Review multiple emails from Rob Slovak forwarding various case-related materials, including communications with client regarding draft response to Motion to Dismiss, and organize same into electronic files.	0.10	\$30.50

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50230790

Page 20

Foley & Lardner LLP

June 18, 2021

05/25/21	AEC	Discussion with Rob Slovak and Eric Haynes regarding Plaintiffs' response to Defendant's motion to dismiss and motion for more definite statement (.3); revise draft of Plaintiffs' response, incorporating Rob Slovak's analysis and comments, along with additional case law and citations to the docket (1.4).	1.70	\$1,079.50
05/25/21	BCM	Review and revise response to Seacret's motion to dismiss.	0.20	\$127.00
05/25/21	RTS	Edit and revise response to Head motion to dismiss.	0.60	\$486.00
05/25/21	SCL	E-mails with UCC counsel regarding document search terms (.1); e-mails with Aaron Chibli regarding UCC document request status and strategy, and client document migration status and costs (.1); review client comments to Seacret dismissal motion response (.1); review revised Seacret dismissal motion response (.1).	0.40	\$322.00
05/25/21	TCD	Review multiple emails from Rob Slovak forwarding various case-related materials, including correspondence with client regarding draft response to Motion to Dismiss, and organize same into electronic files.	0.10	\$30.50
05/26/21	AEC	Review and verify local bankruptcy and district court rules in anticipation of Friday's filing deadline and discussion with Stephen Jones regarding same.	0.40	\$254.00
05/26/21	SCL	Address status of UCC information request and transition of same.	0.20	\$161.00
05/26/21	SJ	Review and analyze filings for details and facts to include in responsive filings in Head adversary proceeding.	1.70	\$748.00
05/27/21	AEC	Discussion with Steven Lockhart and Eric Haynes regarding tomorrow's filing deadline and continuing the trial date (.4); finalize and file Plaintiffs' Response to Defendant's Motion to Dismiss (1.6); prepare draft of agreed motion for continuance (1.6); discussions with Stephen Jones regarding court's trial availability (.3).	3.90	\$2,476.50
05/27/21	BCM	Coordinate filing of response to Seacret motion to dismiss [.1]; draft proposed order denying Seacret motion to dismiss [.2].	0.30	\$190.50

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50230790

Page 21

Foley & Lardner LLP

June 18, 2021

05/27/21	TCD	Finalize and electronically file Plaintiffs' Response to Head's Motion to Dismiss; review email from clerk forwarding file-stamped copy of same and organize same into electronic files; finalize and electronically file Plaintiffs' Response to Seacret's Motion to Dismiss; review email from clerk forwarding file-stamped copy of same and organize same into electronic files.	1.00	\$305.00
05/28/21	AEC	Strategy discussion with Rob Slovak and Steven Lockhart regarding proposing deadlines under scheduling order and corresponding motion.	0.30	\$190.50
05/28/21	SCL	E-mails with Head and Seacret counsel regarding standstill extension (.1); coordinate with Marcus Helt regarding standstill terms and conditions, Head and Seacret pre-trial deadlines and trial settings, and UCC document dispute transition (.4); analyze potential pre-trial deadlines and trial settings (.4).	0.90	\$724.50
Task Total:			139.60	\$92,321.00
Services Total:			220.90	\$133,828.00

Professional Services Summary

Task Code	Task Description	Hours	Amount
B110	B110 - Case Administration	28.70	13,708.00
B140	B140 - Relief from Stay/Adequate Protection Proceedings	1.40	616.00
B160	B160 - Fee/Employment Applications	17.40	8,739.00
B170	B170 - Fee/Employment Objections	0.90	396.00
B190	B190 - Other Contested Matters (excluding assumption/rejecti	32.10	17,696.00
B210	B210 - Business Operations	0.40	176.00
B230	B230 - Financing/cash Collections	0.40	176.00
B440	B440 - Adverse Proceedings	139.60	92,321.00
Totals		220.90	\$133,828.00

Expenses Incurred

Description	Amount
Electronic Legal Research Services	\$2,714.37
Litigation Services - Hosting	\$1,700.00
Other Fees	\$677.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50230790

Page 22

Foley & Lardner LLP

June 18, 2021

Service Fees	\$1,520.50
Westlaw	\$6,364.00
Expenses Incurred Total	\$12,975.87

Certain services and expenses, which involve payments made to third parties, include an additional charge based upon our internal costs with respect to those services and expenses.

Robert Slovak (TX 24013523)
Steven C. Lockhart (TX 24036981)
Thomas C. Scannell (TX 24070559)
Stephen A. Jones (TX 24101270)
FOLEY & LARDNER LLP
2021 McKinney Avenue, Suite 1600
Dallas, Texas 75201
Telephone: (214) 999-3000
Facsimile: (214) 999-4667
rslovak@foley.com
slockhart@foley.com
tscannell@foley.com
sajones@foley.com

**COUNSEL FOR THE DEBTORS
AND DEBTORS-IN-POSSESSION**

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF TEXAS
SHERMAN DIVISION**

In re:	§ Chapter 11
	§
SPHERATURE INVESTMENTS LLC,	§ Case No.: 20-42492
<i>et al.</i>,	§
	§
Debtors.¹	§ Jointly Administered

**MONTHLY FEE STATEMENT OF FOLEY & LARDNER LLP
FOR COMPENSATION FOR SERVICES AND REIMBURSEMENT OF EXPENSES
AS COUNSEL TO THE DEBTORS FOR THE PERIOD OF
JUNE 1, 2021 TO JUNE 30, 2021**

On March 1, 2021, the Honorable Brenda T. Rhoades, Chief Bankruptcy Judge for the United States Bankruptcy Court for the Eastern District of Texas (the “**Court**”) entered an *Amended Order Granting Motion for Administrative Order Under Bankruptcy Code Sections 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (the “**Interim Compensation Order**”) [Docket No. 153]. Pursuant to

¹ The “**Debtors**” in the above-captioned jointly administered chapter 11 bankruptcy cases (“**Cases**”) are: Spherature Investments LLC EIN#5471; Rovia, LLC EIN#7705; WorldVentures Marketing Holdings, LLC EIN#3846; WorldVentures Marketplace, LLC EIN#6264; WorldVentures Marketing, LLC EIN#3255; WorldVentures Services, LLC EIN#2220.

**MONTHLY FEE STATEMENT OF FOLEY & LARDNER LLP FOR COMPENSATION FOR SERVICES
AND REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE DEBTORS FOR THE PERIOD OF JUNE
1, 2021 TO JUNE 30, 2021**

the Interim Compensation Order, Foley & Larder LLP (“**Foley**”), counsel for Spherature Investments LLC (“**Spherature**”), together with its affiliates identified herein, as debtors and debtors-in-possession (collectively, the “**Debtors**”), submits this monthly fee statement for services rendered and expense incurred for the periods of June 1, 2021 to June 30, 2021 (the “**Statement Period**”).

I. Itemization of Services Rendered by Foley:

A. The following is a list of individuals and their respective titles that provided services during the Statement Period. It includes information regarding their respective billing rate and the total number of hours spent by each individual providing services during the Statement Period for which Foley seeks compensation.

SUMMARY

Service Provider	Initials	Title	Hours	Rate	Amount
Aaron E. Chibli	AEC	Associate	7.00	\$635.00	\$4,445.00
Brandon C. Marx	BCM	Associate	1.40	\$635.00	\$889.00
Stephen Jones	SJ	Associate	21.50	\$440.00	\$9,460.00
Janelle C. Harrison	JCH	Paralegal	1.60	\$250.00	\$400.00
Tanya C. Durham	TCD	Paralegal	1.00	\$305.00	\$305.00
Robert T. Slovak	RTS	Partner	0.30	\$810.00	\$243.00
Steven C. Lockhart	SCL	Partner	13.40	\$805.00	\$10,787.00
Thomas Charles Scannell	TCS	Partner	3.30	\$725.00	\$2,392.50
Totals			49.50		\$28,921.50

B. The time records of Foley consisting of a daily breakdown of the time spent by each person on each day, and detail as to the disbursements incurred are attached as **Exhibit A** to this Statement.

MONTHLY FEE STATEMENT OF FOLEY & LARDNER LLP FOR COMPENSATION FOR SERVICES AND REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE DEBTORS FOR THE PERIOD OF JUNE 1, 2021 TO JUNE 30, 2021

PAGE 2

II. Itemization of Services Rendered and Disbursements Incurred by Category

A. The following itemization presents the services rendered by Foley by Task Codes, and provides a summary of disbursements incurred by code of disbursement.

1. Services Rendered

The following services were rendered in the following Task Codes:

Task Code	Task Description	Hours	Amount
B160	B160 - Fee/Employment Applications	17.00	\$8,116.50
B190	B190 - Other Contested Matters (excluding assumption/rejection motions)	7.40	\$3,412.00
B440	B440 - Adverse Proceedings	25.10	\$17,393.00
Totals		49.50	\$28,921.50

A detailed itemization of the services rendered in each of the Task Codes is set forth in

Exhibit A.

2. Disbursements Incurred

The disbursements incurred by Foley for this Statement are as follows:

Description	Amount
Litigation Services - Hosting	\$1,700.00
UCC, Tax Lien / Court Searches	\$608.73
Westlaw	\$344.00
Expenses Incurred Total	\$2,652.73

3. Accordingly, the amount of compensation and expenses payable for this Statement Period is \$25,789.93 which is calculated as follows:

Total Fees for Services Rendered During Statement Period	\$28,921.50
Twenty Percent (20%) Holdback	- \$5,784.30
Fees Minus Holdback	\$23,137.20
Costs (100%)	+ 2,652.73
TOTAL	\$25,789.93

MONTHLY FEE STATEMENT OF FOLEY & LARDNER LLP FOR COMPENSATION FOR SERVICES AND REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE DEBTORS FOR THE PERIOD OF JUNE 1, 2021 TO JUNE 30, 2021

WHEREFORE, pursuant to the Interim Compensation Order, Foley respectfully requests payment of (1) \$23,137.20 (80% of \$28,921.50) on account of actual, reasonable, and necessary professional services rendered to the Debtors by Foley and (2) reimbursement of actual and necessary costs and expenses in the amount of \$2,652.73 incurred by Foley of behalf of the Debtors, for a total reimbursement request of \$25,789.93.

DATED: July 16, 2021

Respectfully submitted:

/s/ Steven C. Lockhart

Robert Slovak (TX 24013523)

Steven C. Lockhart (TX 24036981)

Thomas C. Scannell (TX 24070559)

Stephen A. Jones (TX 24101270)

FOLEY & LARDNER LLP

2021 McKinney Avenue

Suite 1600

Dallas, Texas 75201

Telephone: (214) 999-3000

Facsimile: (214) 999-4667

rslovak@foley.com

slockhart@foley.com

tscannell@foley.com

sajones@foley.com

**COUNSEL FOR THE DEBTORS
AND DEBTORS-IN-POSSESSION**

**MONTHLY FEE STATEMENT OF FOLEY & LARDNER LLP FOR COMPENSATION FOR SERVICES
AND REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE DEBTORS FOR THE PERIOD OF JUNE
1, 2021 TO JUNE 30, 2021**

PAGE 4

CERTIFICATE OF SERVICE

I hereby certify that on July 16, 2021, in accordance with the *Amended Order Granting Motion for Administrative Order Under Bankruptcy Code Sections 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expense of Professionals* [Docket No. 153], a true and correct copy of the foregoing document was served electronically, via email, on the following Notice Parties: Counsel for the Official Committee of Unsecured Creditors, the Office of the United States Trustee for the Eastern District of Texas, and Counsel for the Debtors' secured lenders.

/s/ Stephen A. Jones
Stephen A. Jones

MONTHLY FEE STATEMENT OF FOLEY & LARDNER LLP FOR COMPENSATION FOR SERVICES AND REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE DEBTORS FOR THE PERIOD OF JUNE 1, 2021 TO JUNE 30, 2021

PAGE 5

EXHIBIT A



FOLEY & LARDNER LLP
2021 MCKINNEY AVENUE
SUITE 1600
DALLAS, TEXAS 75201
TELEPHONE (214) 999-3000
FACSIMILE (214) 999-4667
WWW.FOLEY.COM

WorldVentures Holdings LLC
Submit to Serengeti * do not mail
include cost backup & pdf copy of invoice
Plano, TX 75024

Date: July 14, 2021
Invoice No.: 50243783
Our Ref. No.: 636264

Remittance Advice

Current Invoice:

07/14/21 - 50243783	\$31,574.23
Total Amount Due:	\$31,574.23

Please mail check payments to:

Foley & Lardner LLP
P.O. Box 78470
Milwaukee, WI 53278-8470

Foley & Lardner LLP's preferred payment method is ACH (CTX or CCD+ transmission) with invoice number(s) included in the addenda of the ACH.

Please send electronic payment remittance advice and questions to accountsreceivable@foley.com.

Foley & Lardner LLP
U.S. Bank, NA
777 E. Wisconsin Ave.
Milwaukee, WI 53202
ABA No.: 075000022
Acct No.: 112031389
Swift Code: USBKUS44IMT
(foreign wires only)



FOLEY & LARDNER LLP
2021 MCKINNEY AVENUE
SUITE 1600
DALLAS, TEXAS 75201
TELEPHONE (214) 999-3000
FACSIMILE (214) 999-4667
WWW.FOLEY.COM

WorldVentures Holdings LLC
Submit to Serengeti * do not mail
include cost backup & pdf copy of invoice
Plano, TX 75024

Date: July 14, 2021
Our Ref. No.: 636264

Statement of Account

Outstanding Invoices:

Date	Invoice No.	Amount	Credits	Balance
04/19/2021	50197046	\$598,043.55	(\$479,722.15)	\$118,321.40
04/19/2021	50197047	\$331,559.64	(\$267,478.74)	\$64,080.90
04/27/2021	50202889	\$1,002,856.45	(\$807,380.95)	\$195,475.50
05/19/2021	50212156	\$316,047.90	\$0.00	\$316,047.90
06/18/2021	50230790	\$146,803.87	\$0.00	\$146,803.87
Total Balance Outstanding:				\$840,729.57

Current Invoice:

Date	Invoice No.	Amount	Credits	Balance
07/14/2021	50243783	\$31,574.23	\$0.00	\$31,574.23
Total Amount Due:				\$872,303.80

Please reference all your invoice numbers with your remittance payable to
Foley & Lardner LLP. Payment is due promptly upon receipt of our
invoice.

Federal Employer Number:
39-0473800



FOLEY & LARDNER LLP
2021 MCKINNEY AVENUE
SUITE 1600
DALLAS, TEXAS 75201
TELEPHONE (214) 999-3000
FACSIMILE (214) 999-4667
WWW.FOLEY.COM

WorldVentures Holdings LLC
Submit to Serengeti * do not mail
include cost backup & pdf copy of invoice
Plano, TX 75024

Date: July 14, 2021
Invoice No.: 50243783
Our Ref. No.: 636264

Services through June 30, 2021

Summary of Services

Our Ref.	Description	Services	Expenses	Total
636264-0021	Post-Petition	\$28,921.50	\$2,652.73	\$31,574.23
	Totals:	\$28,921.50	\$2,652.73	\$31,574.23
	Amount Due:			\$31,574.23

Please reference your invoice number 50243783 with your remittance payable to Foley & Lardner LLP. Payment is due promptly upon receipt of our invoice.

Federal Employer Number:
39-0473800

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50243783

Post-Petition

Page 2

Foley & Lardner LLP

July 14, 2021

Professional Services Detail

B160 B160 - Fee/Employment Applications

06/01/21	SJ	Review and analyze local rules, local rule appendices, and UST guidelines for requirements related to first interim fee application (1.1); Draft and prepare first interim fee application and accompanying exhibits (4.2).	5.30	\$2,332.00
06/02/21	SJ	Continue to draft and prepare first interim fee application and accompanying exhibits (0.9); Various communications with Foley team members regarding issues related to same (0.6).	1.50	\$660.00
06/07/21	TCS	Revise proposed order to McDermott employment application; confer with counsel regarding same.	1.40	\$1,015.00
06/09/21	SJ	Attend to various issues related to Foley fee application and monthly statements.	0.90	\$396.00
06/10/21	SJ	Attend to issues related to Foley fee application and monthly statements.	0.40	\$176.00
06/10/21	TCS	Attend to issues regarding proposed revisions to McDermott employment application; confer with counsel regarding same; review revised draft.	0.70	\$507.50
06/11/21	SJ	Attend to issues related to monthly fee statements and payment of fees.	0.60	\$264.00
06/16/21	SJ	Review and edit documents and materials related to monthly fee statements (1.4); Communications with Foley billing department and Spherature representatives related to same (0.5).	1.90	\$836.00
06/17/21	JCH	Prepare Foley monthly fee statement for May 2021 time.	0.80	\$200.00
06/17/21	SJ	Work on issues related to fee application and monthly billing statements.	0.50	\$220.00
06/18/21	JCH	Finalize draft of Foley monthly fee statement for May.	0.80	\$200.00
06/18/21	SJ	Revise and edit documents and materials related to monthly fee statements (0.6); Communications with Foley billing department related to same (0.2); circulate monthly fee statement documents to Notice Parties (0.2).	1.00	\$440.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50243783

Post-Petition

Page 3

Foley & Lardner LLP

July 14, 2021

06/22/21	TCS	Receive and review comments to McDermott employment order; negotiate with McDermott attorneys regarding revised draft.	0.80	\$580.00
06/29/21	TCS	Receive and review Court's order granting McDermott employment application and specifying scope of Foley's representation of the estates going forward; analyze same and instruct counsel accordingly.	0.40	\$290.00
Task Total:			17.00	\$8,116.50

B190 B190 - Other Contested Matters (excluding assumption/rejecti

06/01/21	AEC	Discussions with Stephen Jones and Jack Haake regarding UCC's document requests and prior collections in adversary proceedings; follow up discussions with Stephen Jones and Steven Lockhart regarding potential deadline extensions and moving trial date.	0.80	\$508.00
06/01/21	SJ	Various communications with A. Chibli and J. Haake regarding UCC document requests.	0.50	\$220.00
06/02/21	SJ	Meeting with A. Chibli to discuss issues related to UCC document requests (0.3); Communications with J. Haake related to same (0.2); Call with J. Haake to discuss various case issues, including adversary proceedings, cash management, cash collateral, and UCC document requests (0.5); Follow-up communications and calls with J. Haake related to same (0.6).	1.60	\$704.00
06/03/21	SJ	Various communications with J. Haake regarding case management and administrative issues (0.7); Provide assistance to J. Haake regarding same (0.5).	1.20	\$528.00
06/04/21	SJ	Call and communications with J. Haake regarding open issues and items related to case administration.	0.50	\$220.00
06/07/21	SJ	Communications with J. Haake regarding case management and other open issues.	0.20	\$88.00
06/08/21	SJ	Various communications with J. Haake regarding case management and other open issues.	0.50	\$220.00
06/10/21	SJ	Communications with J. Haake regarding case management and open issues.	0.30	\$132.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50243783

Post-Petition

Page 4

Foley & Lardner LLP

July 14, 2021

06/11/21	SJ	Communications and call with J. Haake regarding case management and open issues.	0.40	\$176.00
06/14/21	SJ	Communications with J. Haake regarding case management and open issues.	0.20	\$88.00
06/15/21	SJ	Communications with J. Haake regarding case management and open issues.	0.30	\$132.00
06/21/21	SJ	Review, edit, and revise MWE's proposed employment order and send same to Foley team for comment.	0.90	\$396.00
Task Total:			7.40	\$3,412.00

B440 B440 - Adverse Proceedings

06/02/21	AEC	Discussions with Stephen Jones regarding proposed extensions and efforts to resolve case; strategy discussions with Steven Lockhart regarding discovery issues and upcoming deadlines; prepare and file proposed order on Defendants' motion to dismiss.	1.10	\$698.50
06/02/21	SCL	E-mails with Michelle Schriro regarding litigation standstill extension (.1); analyze and coordinate with Aaron Chibli regarding Head litigation pretrial issues and supplemental production status (.2).	0.30	\$241.50
06/02/21	SJ	Communications with R. Slovak, S. Lockhart, and A. Chibli regarding scheduling and other issues related to Head litigation.	0.40	\$176.00
06/03/21	AEC	Prepare draft agreed motion for continuance and proposed order granting same, incorporating analysis from Steven Lockhart; strategy discussions with Steven Lockhart regarding same along with action items and settlement status.	1.60	\$1,016.00
06/03/21	RTS	Analysis with trial team regarding timing for trial; review and analysis of motion for stalking horse bid and various orders regarding expense approvals.	0.30	\$243.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50243783

Post-Petition

Page 5

Foley & Lardner LLP

July 14, 2021

06/03/21	SCL	Conferral call with Todd Hoodenpyle and Michelle Schriro regarding continuance and standstill agreement (.3); prepare Head and Seacret litigation standstill extension agreement (.3); revise Head adversary continuance motion (.2); debrief with Marcus Helt regarding standstill terms and conditions, and Head adversary continuance and trial setting (4); call from Eric Haynes regarding continuance terms and conditions (.1).	1.30	\$1,046.50
06/03/21	TCD	Review multiple emails from Rob Slovak forwarding various case-related materials, and organize same into electronic files.	0.10	\$30.50
06/04/21	AEC	Prepare and file agreed motion for continuance and proposed order granting same reflecting the parties agreement regarding extensions and trial date; discussions with Steven Lockhart and Stephen Jones regarding same.	0.70	\$444.50
06/04/21	SCL	Call with Eric Haynes and Marcus Helt regarding litigation and settlement issues (.6); e-mails with Todd Hoodenpyle regarding continuance motion and trial setting availability (.1); court communications regarding trial continuance (.1).	0.80	\$644.00
06/04/21	SJ	Various communications with Foley team, opposing counsel, courtroom deputy, and Stretto regarding case management and scheduling issues related to Head adversary proceeding.	0.90	\$396.00
06/05/21	SCL	Call with Eric Haynes and Marcus Helt regarding litigation and settlement issues and strategies.	1.20	\$966.00
06/05/21	TCD	Review multiple emails from clerk forwarding various court filings and organize same into electronic files; review Order Setting Trial, docket trial dates, and send emails to Rob Slovak, Aaron Chibli, Emily Shanks, Steven Lockhart notifying of same.	0.30	\$91.50
06/08/21	SCL	Analyze litigation and settlement issues and strategies and coordinate with Marcus Helt regarding same.	0.50	\$402.50
06/09/21	SJ	Work on issues related to Foley retention order and revisions to same.	1.10	\$484.00
06/10/21	SJ	Work on issues related to Foley retention order in adversary proceedings.	0.40	\$176.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50243783

Post-Petition

Page 6

Foley & Lardner LLP

July 14, 2021

06/11/21	BCM	Communications with opposing counsel regarding Seacret's agreed motion to continue.	0.10	\$63.50
06/11/21	BCM	Review and analyze Head's reply in support of motion to dismiss [.4]; research case law regarding arguments raised in Head's reply [.4]; communications with S. Lockhart regarding the same [.4].	1.20	\$762.00
06/11/21	SCL	Analyze Head reply brief and potential dismissal motion hearing strategies and arguments.	1.70	\$1,368.50
06/11/21	TCD	Review multiple emails from clerk forwarding various court filings in both the Head and Seacret adversary, and organize same into electronic files; docket continued hearing on Seacret's Motion to Compel Arbitration, Motion to Dismiss and Motion for More Definite Statement, and send emails to Rob Slovak, Steven Lockhart, Aaron Chibli, Brandon Marx, and Emily Shanks notifying of same.	0.30	\$91.50
06/12/21	SCL	Work on dismissal hearing strategy including outline and analysis of dismissal motion briefing and case law.	4.20	\$3,381.00
06/13/21	AEC	Review and analyze Defendant's reply to Plaintiffs' response to motion to dismiss and strategy discussions with Steven Lockhart regarding same (1.2); review and compile supporting pleadings for tomorrow's hearing (.5); review and provide additional supporting analysis regarding [REDACTED] (1.1).	2.80	\$1,778.00
06/13/21	SCL	Work on dismissal hearing strategy including outline and analysis of supporting case law.	2.50	\$2,012.50
06/14/21	SCL	E-mails with Todd Hoodenpyle regarding Head dismissal motion continuance (1); review and revise Head continuance motion and proposed order (.1); hearing before Judge Rhoades to announce continuance (.4).	0.60	\$483.00
06/16/21	BCM	Communications regarding resetting of Head's motion to dismiss and related deadlines.	0.10	\$63.50

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50243783

Post-Petition

Page 7

Foley & Lardner LLP

July 14, 2021

06/16/21	TCD	Review multiple emails from clerk in both the Seacret and Head adversary proceedings forwarding various court filings, and organize same into electronic files; docket revised deadline for hearing on Defendant Head's Motion to Withdraw the Reference and Motion to Dismiss, and send emails to Rob Slovak, Steven Lockhart, Aaron Chibli, Emily Shanks, and Brandon Marx notifying of same.	0.30	\$91.50
06/30/21	SCL	E-mails and call with Eric Haynes regarding Seacret litigation and discovery issues.	0.30	\$241.50
Task Total:			25.10	\$17,393.00
Services Total:			49.50	\$28,921.50

Professional Services Summary

Task Code	Task Description	Hours	Amount
B160	B160 - Fee/Employment Applications	17.00	8,116.50
B190	B190 - Other Contested Matters (excluding assumption/rejecti	7.40	3,412.00
B440	B440 - Adverse Proceedings	25.10	17,393.00
Totals		49.50	\$28,921.50

Expenses Incurred

Description	Amount
Litigation Services - Hosting	\$1,700.00
UCC, Tax Lien / Court Searches	\$608.73
Westlaw	\$344.00
Expenses Incurred Total	\$2,652.73

Certain services and expenses, which involve payments made to third parties, include an additional charge based upon our internal costs with respect to those services and expenses.

Matter Total: **\$31,574.23**

WorldVentures Holdings LLC
Invoice No.: 50243783

Foley & Lardner LLP
July 14, 2021

Professional Services Summary

Service Provider	Initials	Hours	Rate	Amount
Aaron E. Chibli	AEC	7.00	\$635.00	\$4,445.00
Brandon C. Marx	BCM	1.40	\$635.00	\$889.00
Stephen Jones	SJ	21.50	\$440.00	\$9,460.00
Janelle C. Harrison	JCH	1.60	\$250.00	\$400.00
Tanya C. Durham	TCD	1.00	\$305.00	\$305.00
Robert T. Slovak	RTS	0.30	\$810.00	\$243.00
Steven C. Lockhart	SCL	13.40	\$805.00	\$10,787.00
Thomas Charles Scannell	TCS	3.30	\$725.00	\$2,392.50
Totals		49.50		\$28,921.50

Robert Slovak (TX 24013523)
Steven C. Lockhart (TX 24036981)
Thomas C. Scannell (TX 24070559)
Stephen A. Jones (TX 24101270)
FOLEY & LARDNER LLP
2021 McKinney Avenue, Suite 1600
Dallas, Texas 75201
Telephone: (214) 999-3000
Facsimile: (214) 999-4667
rslovak@foley.com
slockhart@foley.com
tscannell@foley.com
sajones@foley.com

**COUNSEL FOR THE DEBTORS
AND DEBTORS-IN-POSSESSION**

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF TEXAS
SHERMAN DIVISION**

In re:	§	Chapter 11
	§	
SPHERATURE INVESTMENTS LLC,	§	Case No.: 20-42492
<i>et al.</i>,	§	
	§	
Debtors.¹	§	Jointly Administered

**MONTHLY FEE STATEMENT OF FOLEY & LARDNER LLP
FOR COMPENSATION FOR SERVICES AND REIMBURSEMENT OF EXPENSES
AS COUNSEL TO THE DEBTORS FOR THE PERIOD OF
JULY 1, 2021 TO JULY 31, 2021**

On March 1, 2021, the Honorable Brenda T. Rhoades, Chief Bankruptcy Judge for the United States Bankruptcy Court for the Eastern District of Texas (the “**Court**”) entered an *Amended Order Granting Motion for Administrative Order Under Bankruptcy Code Sections 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (the “**Interim Compensation Order**”) [Docket No. 153]. Pursuant to

¹ The “**Debtors**” in the above-captioned jointly administered chapter 11 bankruptcy cases (“**Cases**”) are: Spherature Investments LLC EIN#5471; Rovia, LLC EIN#7705; WorldVentures Marketing Holdings, LLC EIN#3846; WorldVentures Marketplace, LLC EIN#6264; WorldVentures Marketing, LLC EIN#3255; WorldVentures Services, LLC EIN#2220.

**MONTHLY FEE STATEMENT OF FOLEY & LARDNER LLP FOR COMPENSATION FOR SERVICES
AND REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE DEBTORS FOR THE PERIOD OF JULY
1, 2021 TO JULY 31, 2021**

the Interim Compensation Order, Foley & Larder LLP (“**Foley**”), counsel for Spherature Investments LLC (“**Spherature**”), together with its affiliates identified herein, as debtors and debtors-in-possession (collectively, the “**Debtors**”), submits this monthly fee statement for services rendered and expense incurred for the periods of July 1, 2021 to July 31, 2021 (the “**Statement Period**”).

I. Itemization of Services Rendered by Foley:

A. The following is a list of individuals and their respective titles that provided services during the Statement Period. It includes information regarding their respective billing rate and the total number of hours spent by each individual providing services during the Statement Period for which Foley seeks compensation.

SUMMARY

Service Provider	Initials	Title	Hours	Rate	Amount
Aaron E. Chibli	AEC	Associate	0.80	\$635.00	\$508.00
Brandon C. Marx	BCM	Associate	0.20	\$635.00	\$127.00
Emily F. Shanks	EFS	Associate	2.30	\$475.00	\$1,092.50
Stephen Jones	SJ	Associate	22.50	\$440.00	\$9,900.00
Janelle C. Harrison	JCH	Paralegal	13.70	\$250.00	\$3,425.00
Tanya C. Durham	TCD	Paralegal	0.80	\$305.00	\$244.00
Robert T. Slovak	RTS	Partner	0.20	\$810.00	\$162.00
Steven C. Lockhart	SCL	Partner	5.10	\$805.00	\$4,105.50
Thomas Charles Scannell	TCS	Partner	0.90	\$725.00	\$652.50
Totals			46.50		\$20,216.50

B. The time records of Foley consisting of a daily breakdown of the time spent by each person on each day, and detail as to the disbursements incurred are attached as **Exhibit A** to this Statement.

MONTHLY FEE STATEMENT OF FOLEY & LARDNER LLP FOR COMPENSATION FOR SERVICES AND REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE DEBTORS FOR THE PERIOD OF JULY 1, 2021 TO JULY 31, 2021

PAGE 2

II. Itemization of Services Rendered and Disbursements Incurred by Category

A. The following itemization presents the services rendered by Foley by Task Codes, and provides a summary of disbursements incurred by code of disbursement.

1. Services Rendered

The following services were rendered in the following Task Codes:

Task Code	Task Description	Hours	Amount
B160	B160 - Fee/Employment Applications	35.00	\$12,877.50
B190	B190 - Other Contested Matters (excluding assumption/rejection motions)	4.40	\$2,192.50
B440	B440 - Adverse Proceedings	7.10	\$5,146.50
Totals		46.50	\$20,216.50

A detailed itemization of the services rendered in each of the Task Codes is set forth in

Exhibit A.

2. Disbursements Incurred

The disbursements incurred by Foley for this Statement are as follows:

Description	Amount
Litigation Services - Hosting	\$1,700.00
Other Fees	\$362.00
Expenses Incurred Total	\$2,062.00

3. Accordingly, the amount of compensation and expenses payable for this Statement Period is \$18,235.20 which is calculated as follows:

Total Fees for Services Rendered During Statement Period	\$20,216.50
Twenty Percent (20%) Holdback	- \$4,043.30
Fees Minus Holdback	\$16,173.20
Costs (100%)	+ 2,062.00
TOTAL	\$18,235.20

MONTHLY FEE STATEMENT OF FOLEY & LARDNER LLP FOR COMPENSATION FOR SERVICES AND REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE DEBTORS FOR THE PERIOD OF JULY 1, 2021 TO JULY 31, 2021

PAGE 3

WHEREFORE, pursuant to the Interim Compensation Order, Foley respectfully requests payment of (1) \$16,173.20 (80% of \$20,216.50) on account of actual, reasonable, and necessary professional services rendered to the Debtors by Foley and (2) reimbursement of actual and necessary costs and expenses in the amount of \$2,062.00 incurred by Foley of behalf of the Debtors, for a total reimbursement request of \$18,235.20.

DATED: August 20, 2021

Respectfully submitted:

/s/ Steven C. Lockhart

Robert Slovak (TX 24013523)

Steven C. Lockhart (TX 24036981)

Thomas C. Scannell (TX 24070559)

Stephen A. Jones (TX 24101270)

FOLEY & LARDNER LLP

2021 McKinney Avenue

Suite 1600

Dallas, Texas 75201

Telephone: (214) 999-3000

Facsimile: (214) 999-4667

rslovak@foley.com

slockhart@foley.com

tscannell@foley.com

sajones@foley.com

**COUNSEL FOR THE DEBTORS
AND DEBTORS-IN-POSSESSION**

**MONTHLY FEE STATEMENT OF FOLEY & LARDNER LLP FOR COMPENSATION FOR SERVICES
AND REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE DEBTORS FOR THE PERIOD OF JULY
1, 2021 TO JULY 31, 2021**

PAGE 4

CERTIFICATE OF SERVICE

I hereby certify that on August 20, 2021, in accordance with the *Amended Order Granting Motion for Administrative Order Under Bankruptcy Code Sections 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expense of Professionals* [Docket No. 153], a true and correct copy of the foregoing document was served electronically, via email, on the following Notice Parties: Counsel for the Official Committee of Unsecured Creditors, the Office of the United States Trustee for the Eastern District of Texas, and Counsel for the Debtors' secured lenders.

/s/ Stephen A. Jones
Stephen A. Jones

MONTHLY FEE STATEMENT OF FOLEY & LARDNER LLP FOR COMPENSATION FOR SERVICES AND REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE DEBTORS FOR THE PERIOD OF JULY 1, 2021 TO JULY 31, 2021

PAGE 5

EXHIBIT A



FOLEY & LARDNER LLP
2021 MCKINNEY AVENUE
SUITE 1600
DALLAS, TEXAS 75201
TELEPHONE (214) 999-3000
FACSIMILE (214) 999-4667
WWW.FOLEY.COM

WorldVentures Holdings LLC
Submit to Serengeti * do not mail
include cost backup & pdf copy of invoice
Plano, TX 75024

Date: August 17, 2021
Invoice No.: 50260973
Our Ref. No.: 636264

Remittance Advice

Current Invoice:

08/17/21 - 50260973	\$22,278.50
Total Amount Due:	\$22,278.50

Please mail check payments to:

Foley & Lardner LLP
P.O. Box 78470
Milwaukee, WI 53278-8470

Foley & Lardner LLP's preferred payment method is ACH
(CTX or CCD+ transmission) with invoice number(s)
included in the addenda of the ACH.

Please send electronic payment remittance advice and
questions to accountsreceivable@foley.com.

Foley & Lardner LLP
U.S. Bank, NA
777 E. Wisconsin Ave.
Milwaukee, WI 53202
ABA No.: 075000022
Acct No.: 112031389
Swift Code: USBKUS44IMT
(foreign wires only)



FOLEY & LARDNER LLP
2021 MCKINNEY AVENUE
SUITE 1600
DALLAS, TEXAS 75201
TELEPHONE (214) 999-3000
FACSIMILE (214) 999-4667
WWW.FOLEY.COM

WorldVentures Holdings LLC
Submit to Serengeti * do not mail
include cost backup & pdf copy of invoice
Plano, TX 75024

Date: August 17, 2021
Our Ref. No.: 636264

Statement of Account

Outstanding Invoices:

Date	Invoice No.	Amount	Credits	Balance
04/19/2021	50197046	\$598,043.55	(\$479,722.15)	\$118,321.40
04/19/2021	50197047	\$331,559.64	(\$267,478.74)	\$64,080.90
04/27/2021	50202889	\$1,002,856.45	(\$807,380.95)	\$195,475.50
05/19/2021	50212156	\$316,047.90	\$0.00	\$316,047.90
06/18/2021	50230790	\$146,803.87	\$0.00	\$146,803.87
07/14/2021	50243783	\$31,574.23	\$0.00	\$31,574.23

Total Balance Outstanding: \$872,303.80

Current Invoice:

Date	Invoice No.	Amount	Credits	Balance
08/17/2021	50260973	\$22,278.50	\$0.00	\$22,278.50

Total Amount Due: \$894,582.30

Please reference all your invoice numbers with your remittance payable to
Foley & Lardner LLP. Payment is due promptly upon receipt of our
invoice.

Federal Employer Number:
39-0473800



FOLEY & LARDNER LLP
2021 MCKINNEY AVENUE
SUITE 1600
DALLAS, TEXAS 75201
TELEPHONE (214) 999-3000
FACSIMILE (214) 999-4667
WWW.FOLEY.COM

WorldVentures Holdings LLC
Submit to Serengeti * do not mail
include cost backup & pdf copy of invoice
Plano, TX 75024

Date: August 17, 2021
Invoice No.: 50260973
Our Ref. No.: 636264

Services through July 31, 2021

Summary of Services

Our Ref.	Description	Services	Expenses	Total
636264-0021	Post-Petition	\$20,216.50	\$2,062.00	\$22,278.50
	Totals:	\$20,216.50	\$2,062.00	\$22,278.50
	Amount Due:			\$22,278.50

Please reference your invoice number 50260973 with your remittance payable to Foley & Lardner LLP. Payment is due promptly upon receipt of our invoice.

Federal Employer Number:
39-0473800

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50260973

Post-Petition

Page 2

Foley & Lardner LLP

August 17, 2021

Professional Services Detail

B160 B160 - Fee/Employment Applications

07/13/21	SJ	Communications with Foley billing department related to monthly billing statements; begin to draft and prepare documents related to same.	0.50	\$220.00
07/14/21	JCH	Prepare Foley's monthly fee statement for June 2021 (1.5); email same to S. Jones (.2); prepare draft of Foley's first interim fee application (3.0).	4.70	\$1,175.00
07/14/21	SJ	Draft and prepare materials related to June Monthly Fee Statements; communications with Foley billing department related to same; various communications with Foley litigation team related to Monthly Fee Statements and First Interim Fee Application.	2.30	\$1,012.00
07/15/21	JCH	Continue draft of Foley first interim fee application.	5.50	\$1,375.00
07/16/21	JCH	Finalize draft of Foley's first interim fee application and proposed order and email same to S. Jones.	3.50	\$875.00
07/16/21	SJ	Finalize monthly fee statement and supporting documents for June; circulate same to appropriate parties.	0.90	\$396.00
07/19/21	SJ	Draft, prepare, and edit first interim fee application and related filings; review docket, pleadings, and other information for incorporation into same.	4.20	\$1,848.00
07/26/21	SJ	Review and analyze docket entries and case filings in bankruptcy case and adversary proceedings; continue to draft and prepare first interim fee application with incorporation of summaries of filings, docket entries, and other pertinent information.	4.10	\$1,804.00
07/27/21	EFS	Draft, revise, and edit section regarding adversary proceedings in Foley Employment application and correspond with S. Jones regarding the same.	2.30	\$1,092.50
07/27/21	SJ	Continue to review and analyze docket entries and case filings in bankruptcy case and adversary proceedings; continue to draft and prepare first interim fee application with incorporation of summaries of filings, docket entries, and other pertinent facts.	3.90	\$1,716.00

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50260973

Post-Petition

Page 3

Foley & Lardner LLP

August 17, 2021

07/28/21	SJ	Finalize draft of first interim fee application, order, and related documents; send drafts of documents related to first interim fee application to Foley team for review.	3.10	\$1,364.00
----------	----	--	------	------------

Task Total:	35.00	\$12,877.50
-------------	-------	-------------

B190 B190 - Other Contested Matters (excluding assumption/rejecti

07/12/21	SJ	Call and communications with J. Haake regarding issues related to upcoming hearing.	0.50	\$220.00
----------	----	---	------	----------

07/14/21	SJ	Call with J. Haake and communications with Foley team regarding issues related to confidentiality and notice motion.	1.00	\$440.00
----------	----	--	------	----------

07/15/21	SJ	Review emails, documents, and other materials related to lift stay motion, bar date extension, and confidentiality motion; prepare materials for call with J. Haake and T. Scannell related to same; participate in call with J. Haake and T. Scannell regarding issues related to same.	2.00	\$880.00
----------	----	--	------	----------

07/15/21	TCS	Attention to issues regarding Lindemann demand for disclosure of sensitive sales representative contact information; analyze strategic response to same.	0.90	\$652.50
----------	-----	--	------	----------

Task Total:	4.40	\$2,192.50
-------------	------	------------

B440 B440 - Adverse Proceedings

07/02/21	SCL	Analyze [REDACTED] [REDACTED] relating to Seacret litigation and coordinate with Marcus Helt regarding same.	0.90	\$724.50
----------	-----	--	------	----------

07/06/21	AEC	Follow up discussions with Foley team regarding status of third party subpoenas and the parties' extension of the standstill period while settlement discussions commence, along with the conditions regarding same.	0.40	\$254.00
----------	-----	--	------	----------

07/06/21	SCL	E-mails with Erik Toth and Marcus Helt regarding Seacret and Head litigation standstill extension; e-mails and call with Phil Lamberson and Todd Hoodenpyle regarding standstill extension terms and conditions.	0.50	\$402.50
----------	-----	--	------	----------

07/08/21	BCM	Communications regarding extension of standstill.	0.10	\$63.50
----------	-----	---	------	---------

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50260973

Post-Petition

Page 4

Foley & Lardner LLP

August 17, 2021

07/08/21	SCL	E-mails with Phil Lamberson and Todd Hoodenpyle regarding Seacret and Head litigation standstill extension terms and conditions.	0.30	\$241.50
07/08/21	TCD	Review multiple emails from Steven Lockhart forwarding various case-related materials, including correspondence with opposing counsel regarding standstill in both adversaries, and organize same into electronic files.	0.20	\$61.00
07/09/21	RTS	Review and analysis of filings; analysis with Steven Lockhart regarding status of case and recommended courses of action.	0.20	\$162.00
07/09/21	SCL	Review daily filings.	0.20	\$161.00
07/13/21	TCD	Review email exchange between Steven Lockhart and Marcus Helt regarding Viva Voyage adversary and court's notice of default, and organize same into electronic files.	0.10	\$30.50
07/14/21	SCL	Review draft motion and order for Seacret hearing continuance, including e-mails with Seacret's counsel regarding same (.2); address Blake Lindemann dispute with Stephen Jones (.1).	0.30	\$241.50
07/14/21	TCD	Review email from clerk forwarding Agreed Motion for Continuance and organize same into electronic files.	0.10	\$30.50
07/15/21	SCL	E-mails regarding Head and Seacret continuance; review daily filings.	0.20	\$161.00
07/15/21	TCD	Review and analyze emails from Steven Lockhart and Todd Hoodenpyle relating to continuance of upcoming hearing due to standstill, and organize same into electronic files.	0.10	\$30.50
07/16/21	SCL	E-mails regarding Head and Seacret continuance; review daily filings.	0.20	\$161.00
07/19/21	AEC	Discussions with Foley team regarding settlement status, effectuating service on third parties, recently uploaded documents to data room, and upcoming deadlines/hearings.	0.40	\$254.00
07/19/21	SCL	Review proposed motion and order of continuance of Head hearings; analyze Top Tier hot documents; call with Eric Haynes regarding Seacret and Head settlement issues.	1.90	\$1,529.50
07/20/21	BCM	Calculate exhibit deadline for motion to dismiss hearing.	0.10	\$63.50

WorldVentures Holdings LLC

Our Ref. No.: 636264-0021

Invoice No.: 50260973

Post-Petition

Page 5

Foley & Lardner LLP

August 17, 2021

07/26/21	TCD	Review filings and case correspondence and distill duplicates for filing and case management.	0.10	\$30.50
07/27/21	SCL	Analyze Seacret litigation [REDACTED] including e-mail to Eric Haynes and Marcus Helt regarding same.	0.60	\$483.00
07/27/21	TCD	Confirm that hearings in the Seacret and Head adversaries have been rescheduled and the revised hearing dates have been sent to the team; confirm that deadlines to file witness and exhibit lists have been included on the docket.	0.20	\$61.00

Task Total: 7.10 \$5,146.50

Services Total: 46.50 \$20,216.50

Professional Services Summary

Task Code	Task Description	Hours	Amount
B160	B160 - Fee/Employment Applications	35.00	12,877.50
B190	B190 - Other Contested Matters (excluding assumption/rejecti	4.40	2,192.50
B440	B440 - Adverse Proceedings	7.10	5,146.50
Totals		46.50	\$20,216.50

Expenses Incurred

Description	Amount
Litigation Services - Hosting	\$1,700.00
Other Fees	\$362.00
Expenses Incurred Total	\$2,062.00

Certain services and expenses, which involve payments made to third parties, include an additional charge based upon our internal costs with respect to those services and expenses.

Matter Total: \$22,278.50